Original Motion Picture Sound Track Featuring THE MOTHERS OF INVENTION and The Royal Philharmonic Orchestra • 50th Anniversary Edition

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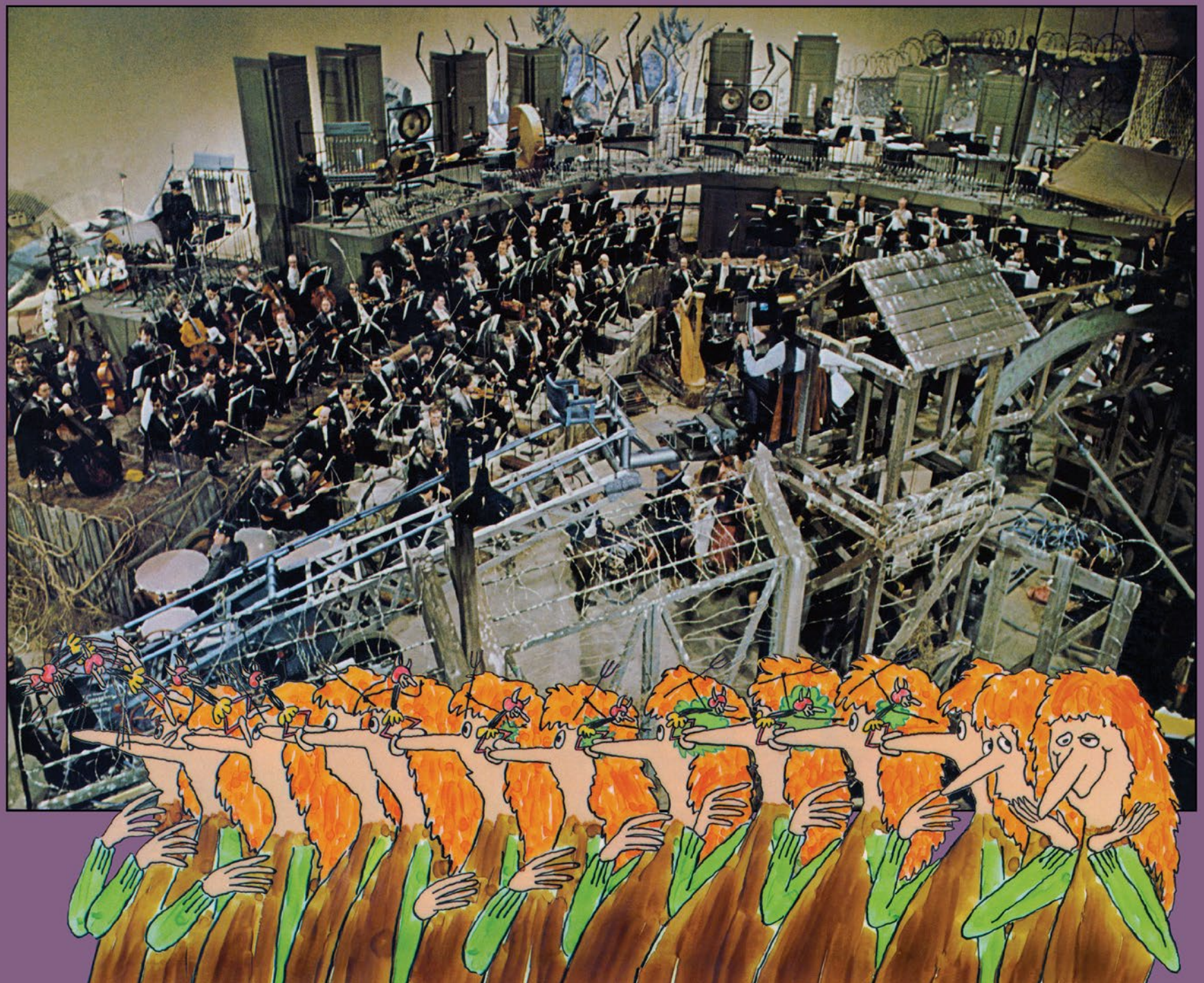

DISC 1
200 Motels Original Soundtrack

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Source: Hi-Res Digital Patchwork Master from Analog Safety ¼" 2-Track Stereo Vault Masters

1. Semi-Fraudulent / Direct-From-Hollywood Overture 1:59
2. Mystery Roach 2:33
3. Dance Of The Rock & Roll Interviewers 0:48
4. This Town Is A Sealed Tuna Sandwich (Prologue) 0:56
5. Tuna Fish Promenade 2:30
6. Dance Of The Just Plain Folks 4:40
7. This Town Is A Sealed Tuna Sandwich (Reprise) 0:59
8. The Sealed Tuna Bolero 1:40
9. Lonesome Cowboy Burt 3:52
10. Touring Can Make You Crazy 2:53
11. Would You Like A Snack? 1:23
12. Redneck Eats 3:03
13. Centerville 2:31
14. She Painted Up Her Face 1:42
15. Janet's Big Dance Number 1:18
16. Half A Dozen Provocative Squats 1:57
17. Mysterioso 0:48
18. Shove It Right In 2:32
19. Lucy's Seduction Of A Bored Violinist & Postlude 4:00
20. I'm Stealing The Towels 2:14
21. Dental Hygeine Dilemma 5:12
22. Does This Kind Of Life Look Interesting To You? 3:00
23. Daddy, Daddy, Daddy 3:12
24. Penis Dimension 4:36
25. What Will This Evening Bring Me This Morning 3:28

TT: 63:47

DISC 2
200 Motels Original Soundtrack (continued)

1. A Nun Suit Painted On Some Old Boxes 1:10
2. Magic Fingers 3:55
3. Motorhead's Midnight Ranch 1:30
4. Dew On The Newts We Got 1:10
5. The Lad Searches The Night For His Newts 0:41
6. The Girl Wants To Fix Him Some Broth 1:11
7. The Girl's Dream 0:55
8. Little Green Scratchy Sweaters & Courduroy Ponce 1:01
9. Strictly Genteel (The Finale) 11:23

200 Motels Demos, 2nd Movement - Rock Music
Whitney Studios; August 1970

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Source: Original ¼" 2-Track Stereo Analog Tape Master

10. Road Ladies (Alternate Mix) ©1970 4:10
11. What Will This Morning Bring Me This Evening ©1971 2:44
12. What Kind Of Girl Do You Think We Are? ©1971 4:53
13. Bwana Dik ©1971 3:06
14. Daddy, Daddy, Daddy ©1971 3:02
15. Do You Like My New Car? ©1971 3:11
16. Magic Fingers ©1971 2:46
17. Phyllis & Aynsley ©2021 1:54
18. What Will This Evening Bring Me This Morning (Alternate Mix)* ©1971 4:04

200 MOTELS DEMO SESSION OUTTAKES
Whitney Studios; August 1970

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Source: Original ¼" 2-Track Stereo Analog Tape Masters

19. Tell Me You Love Me (Mix Outtake) ©1970 3:07
20. Road Ladies (Alternate Take) ©1970 4:30
21. What Will This Morning Bring Me This Evening (Studio Outtakes) ©1971 2:29
22. What Will This Morning Bring Me This Evening (Alternate Take, Incomplete) ©1971 2:50
23. "Aynsley Dunbar, Ladies & Gentlemen" ©2021 0:46
24. Magic Fingers (Version B - Mix Outtake) ©1971 2:54
25. What Will This Evening Bring Me This Morning (Mix Outtake)* ©1971 3:04
26. Tell Me You Love Me (Alternate Take) ©1970 3:35

TT: 76:01

DISC 3
200 Motels Dialog Protection Reels

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Re-recorded at TV Recorders, Hollywood CA, 5-11-1971
Source: Mono ¼" Analog Tape Masters

Found in the Vault, these protection safety tapes reveal an early version of the movie. Some bits heard here did not end up in the final edit. The music mixes are in mono and were created before FZ went into Whitney Studios for over-dubbing and sweetening. This "work in progress", now historic, is an interesting listen.

1. Scene 1-2: Semi-Fraudulent/Direct-From-Hollywood Overture 2:02
2. Scene 3: "What's The Deal?" 2:00
3. Mystery Roach* 3:32
4. Scene 32: "It's A Good Thing We Get Paid To Do This…" 2:16
5. Scene 14: What's The Name Of Your Group? I 0:58
6. Scene 32: "We Haven't Formed The Group Yet" 1:27
7. Scene 15: What's The Name Of Your Group? II 1:42
8. Scene 17: "When Do We Get Paid?" 5:13
9. Scene 18: Went On The Road 1:42
10. Scene 19-20: "Special Delivery" 3:12
11. Scene 21: Centerville 2:09
12. Scene 21: Janet & Lucy 0:45
13. Scene 22: This Town Is A Sealed Tuna Sandwich (Prologue) 0:56
14. Scene 23 - 24: Tuna Fish Promenade 2:30
15. Scene 28: The Sealed Tuna Bolero 1:42
16. Scene 29: Lonesome Cowboy Burt 3:51
17. Scene 30: JCB & Rance 2:29
18. Scene 21: Larry The Dwarf 2:12
19. Scene 81: Magic Fingers 3:54
20. Scene 47: Larry The Dwarf in the Hotel Room 2:31
21. Scene 33: The Lad Searches The Night For His Newts 0:32
22. Scene 40-41: The Girl Wants To Fix Him Some Broth 2:05
23. Scene 42: Little Green Scratchy Sweaters & Courduroy Ponce 1:01
24. Scene 45: A Nun Suit Painted On Some Old Boxes 1:08
25. Scene 57: The Perverted Nun 3:27
26. Scene 87: "Penis!" 3:01
27. Scene 58: She Painted Up Her Face 1:44
28. Scene 60: Janet's Big Dance Number 1:14
29. Scene 61: Half A Dozen Provocative Squats 1:55
30. Scene 62: Lucy's Seduction Of A Bored Violinist 1:21
31. Scene 63: Shove It Right In 2:32
32. Scene 67: "I Am Bwana Dik!" 1:47
33. Scene 68-69: What Will This Morning Bring Me This Evening 2:39
34. Scene 77: Daddy, Daddy, Daddy 3:19

TT: 74:45

DISC 4
200 Motels Dialog Protection Reels (continued)

1. Scene 90: Biff Debris & Jeff 4:39
2. Scene 84-85: Penis Dimension 4:39
3. Scene 32: Mystery Roach (Acoustic)/“Yeah? Well Fine!”* 1:21
4. Scene 71: What Will The Evening Bring Me This Morning 1:40
5. Scene 92: Jeff Flips Out/I’m Stealing The Room 2:56
6. Scene 100: Strictly Genteel 5:02
7. Scene 100: 200 Motels Finale* 10:12

Bonus Swill - Part 1

All Tracks ©1971 ℗2021 unless otherwise noted
Source: ¼” Analog Tape Masters unless otherwise noted

8. “I Was Gonna Make A Movie One Time…” ©2021 0:20
   Interview with Mike Cole, Fall 1966
9. 200 Motels Movie Ad #1 0:25
10. What’s The Name Of Your Group? (FZ Edit) ©℗2014 2:59
    Whitney Studios Mix Sessions
    Previously released as the B-Side of the Record Store Day 45 release of “Overture”
11. 200 Motels Movie Ad #2 0:57
12. FZ on Ringo Starr ©2021 0:15
    “Speaking Of Music”
    San Francisco Exploratorium 4-20-1984
    Source: 1630 Digital Master
13. Ringo Starr on 200 Motels ©℗2021 2:59
    Interviewed by Simon Prentis
    Courtesy of Simon Prentis
    Source: VHS Viewing Copy
14. 200 Motels Movie Ad #3 0:54
15. Motorhead’s Midnight Ranch (Mix Outtake) 1:31
    Whitney Studios Mix Sessions
    ℗2021 Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
16. Looking for Newts ©2021 3:21
    Movie Session Outtake
    Pinewood Studios
17. “They Are Only In It For The Money” ©2021 1:09
    Interview with Craig Eldon Pinkus, 4-25-1974
    Indiana University Radio - TV Center
    Source: ¾” U-Matic Videotape
18. 200 Motels Movie Ad #4 0:27
19. 200 Motels Commercial Session Outtakes ©2021 10:42
    Voices: Jim Pons, Howard Kaylan, Mark Volman, Frank Zappa
    200 Motels Commercial and Trailer Recording Session, November 1971
    ℗2021 UMG Recordings, Inc. and Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
20. Does This Kind Of Life Look Interesting To You? (Mix Outtake) 2:26
    Whitney Studios Mix Sessions
    ℗2021 Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
21. “I Shall Ruin All The Tapes” ©2021 0:25
    Voices: Tony Palmer, Gail Zappa
    Recorded by Gail Zappa, Pinewood Studios
    Source: cassette
22. Janet’s Big Dance Number (Basic Tracks) 1:20
    Trident Studios Mix Sessions
    ℗2021 Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
23. Martin Lickert Voice-Over ©2021 0:22
    200 Motels Movie Filming, Pinewood Studios Feb. 1971
24. Touring Can Make You Crazy (Mix Outtake) 2:53
    Whitney Studios Mix Sessions
    ℗2021 Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
25. Penis Dimension (Instrumental Alternate Take) 2:13
    Trident Studios Mix Sessions
26. Centerville (Mix Outtake) 2:51
    Whitney Studios Mix Sessions
    ℗2021 UMG Recordings, Inc. and Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
27. Mystery Roach (Alternate Master) 3:26
    Whitney Studios Mix Sessions
    ℗2021 UMG Recordings, Inc. and Metro-Goldwyn-Mayer Studios Inc., under exclusive license to UMG Recordings, Inc.
28. Magic Fingers (Mix Outtake) 2:58
    Whitney Studios Mix Sessions
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29. 200 Motels Movie Ad #5 0:55

TT: 76:18

DISC 5
200 Motels
Vault Alternates and Outtakes

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Source: ¼" Analog Tape Masters

The material presented here and the first half of Disc 6 contains unreleased outtakes, alternates and historical nuggets sequenced in the order of the original shooting script. The bulk of the sources come from rough mix reels made at Trident Studios in February 1971 along with mix outtake reels from Whitney Studios during April through June 1971.

1. What Is 200 Motels? ©2021 2:59
   Voices: Jim Pons, Howard Kaylan, Mark Volman, Frank Zappa
   200 Motels Commercial and Trailer Recording Session, November 1971
2. Theodore Bikel Voice-Over (Alternate Take) 0:32
   200 Motels Movie Filming, Pinewood Studios Feb. 1971
3. Semi-Fraudulent/Direct-From-Hollywood Overture (Mix Outtake)** 2:10
   Whitney Studios Mix Sessions
4. What's The Name Of Your Group? (Complete Sequence, Part I) ©2014 3:43
5. What's The Name Of Your Group? (Complete Sequence, Part II)** ©2015 2:45
6. What's The Name Of Your Group? (Complete Sequence, Part III)* 2:13
   Trident/Whitney Studios Mix Sessions
7. Can I Help You With This Dummy?* ©2015 2:05
   Trident Studios Mix Sessions
8. Pianos for The Pleated Gazelle* ©2021 1:16
   Whitney Studios Mix Sessions
9. Synth Tracks I* ©2021 1:29
10. Would You Like A Snack? (Alternate Take) 2:11
    Trident Studios Mix Sessions
11. Howard Kaylan/Mark Volman Voice-Over* 0:16
    200 Motels Movie Filming, Pinewood Studios Feb. 1971
12. Centerville (Rough Mix)** 2:53
    Trident Studios Mix Sessions
13. This Town Is A Sealed Tuna Sandwich (Prologue, Mix Outtake)* 0:56
    Whitney Studios Mix Sessions
14. Tuna Fish Promenade (Mix Outtake)* 2:31
    Whitney Studios Mix Sessions
15. The Sealed Tuna Bolero (Alternate Take) 1:41
    Trident Studios Mix Sessions
16. Lonesome Cowboy Burt (Mix Outtake)* 3:52
    Whitney Studios Mix Sessions
17. Naval Aviation In Art?* ©1979 2:17
    Whitney Studios Mix Sessions
18. Redneck Eats/The Restaurant Scene (Basic Tracks)* 3:50
    Trident Studios Mix Sessions
19. Mystery Roach (Basic Tracks)** 4:06
    Trident Studios Mix Sessions

    The Pleated Gazelle (Complete Sequence) ©2015
    Trident Studios Mix Sessions
20. I Have Seen The Pleated Gazelle 6:16
21. Dew On The Newts We Got (Rough Mix)* 1:12
22. The Lad Searches The Night For His Newts (Rough Mix)** 0:52
23. Motorhead's Midnight Ranch (Rough Mix)** 2:04
24. The Girl Wants Fix Him Some Broth (Rough Mix, Alternate Ending)** 1:12
25. The Girl's Dream (Rough Mix)* 0:56
26. Little Green Scratchy Sweaters And Courduroy Ponce (Rough Mix)** 1:15
27. Scene 43 - A Cardboard Box 0:39
    Whitney Studios Mix Sessions
28. Scene 44 0:50
29. A Nun Suit Painted On Some Old Boxes (Rough Mix)* 1:10
30. She Painted Up Her Face (Compressed Mix)* 1:42
    Whitney Studios Mix Sessions
31. The Secret Stare** 3:25
    Whitney Studios Mix Sessions
32. Half A Dozen Provocative Squats (Compressed Mix)* 1:56
    Whitney Studios Mix Sessions
33. Lucy's Seduction Of A Bored Violinist (Basic Tracks)* 1:32
    Trident Studios Mix Sessions
34. Shove It Right In (Compressed Mix)* 2:33
    Whitney Studios Mix Sessions
35. Postlude (Basic Tracks)** 3:08
    Trident Studios Mix Sessions
36. What Will This Evening Bring Me This Morning (Mix Outtake)* 4:07
    Whitney Studios Mix Sessions

TT: 78:36

DISC 6
Vault Alternates and Outtakes (continued)

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Source: ¼" Analog Tape Masters unless otherwise noted

1. Daddy, Daddy, Daddy (Alternate Take) 3:16
   Trident Studios Mix Sessions
2. Magic Fingers (Alternate Take) 3:41
   Trident Studios Mix Sessions
3. Penis Dimension (Basic Tracks)* 4:40
   Trident Studios Mix Sessions
4. Scene 86 ©2021 1:28
   Trident Studios Mix Sessions
5. Scene 87 (Alternate Take) 3:16
   Trident Studios Mix Sessions
6. Synth Tracks II* ©2021 1:58
7. I'm Stealing The Towels (Basic Tracks, Alternate Take) 2:15
   Trident Studios Mix Sessions
8. Scene 94 - "He's Always Watching Me" ©2021 0:34
   Source: Sub-Mixed to 1/2" 4-Track analog tape
   Whitney Studios Mix Sessions
9. Dental Hygiene Dilemma (Part I, Basic Tracks)* 6:21
   Trident Studios Mix Sessions
10. Does This Kind Of Life Look Interesting To You? (Mix Outtake)* 0:53
    Whitney Studios Mix Sessions
11. Dental Hygiene Dilemma (Part II, Basic Tracks)* 2:44
    Trident Studios Mix Sessions
12. Strictly Genteel (Basic Tracks)** 8:05
    Trident Studios Mix Sessions
13. 200 Motels Finale (Alternate Take) 3:17
    Trident Studios Mix Sessions
14. 200 Motels Finale (Master Take Basic Tracks, Unedited Ending)** 5:59
    Trident Studios Mix Sessions

Bonus Swill - Part 2

All Tracks ©1971 ℗2021 unless otherwise noted
Source: ¼" Analog Tape Masters unless otherwise noted.

15. Movie Theater Skit (Commercial Session Outtake) ©2021 1:29
    Voices: Jim Pons, Howard Kaylan, Mark Volman, Frank Zappa
    200 Motels Commercial and Trailer Recording Session, November 1971
16. 200 Motels Album Ad #1 1:01
17. Script Rehearsal Trim ©2021 2:50
    Voices: Jeff Simmons, George Duke, Ian Underwood, Dick Barber, Mark Volman, Howard Kaylan
    Recorded by Mark Volman
18. Lonesome Cowboy Burt (in Rehearsal 1969) 2:56
    Players: FZ, Jimmy Carl Black, Lowell George, Roy Estrada, Art Tripp, Buzz Gardner,
    Bunk Gardner, Motorhead Sherwood
19. Lonesome Cowboy Burt (In Rehearsal 1970) 3:38
    Players: FZ, Jimmy Carl Black, Mark Volman, Howard Kaylan, George Duke, Jeff Simmons,
    Ian Underwood, Aynsley Dunbar
20. 200 Motels Album Ad #2 0:31
21. Penis Dimension Jingle Music 0:18
22. TV Hype (Commercial Session Outtake) ©2021 6:36
    Voices: Jim Pons, Howard Kaylan, Mark Volman, Frank Zappa
    200 Motels Commercial and Trailer Recording Session, November 1971
23. 200 Motels Movie Ad #6 0:11

TT: 67:55

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INFORMATION

This music is not in the same order as in the movie. Some of this music is in the movie. Some of this music is not in the movie. Some of the music that's in the movie is not in the album. Some of the music that was written for the movie is not in the movie or the album. All of this music was written for the movie, over a period of 4 years. Most of it (60%) was written in motels while touring. The rest of it was either done at home or in our rented flat in London, just prior to shooting. The OVERTURE is a cosmeticized version of one of the themes from "A HOLIDAY IN BERLIN, FULL BLOWN" . . . and WOULD YOU LIKE A SNACK? is a vocal version of the same theme. Some of the situations described in the song texts are real. Some of them are not so real. You decide.

The ROYAL PHILHARMONIC ORCHESTRA
conducted by Elgar Howarth
The MOTHERS *on this particular occasion:*
Frank Zappa — guitar & bass
Mark Volman — vocals & special material
Howard Kaylan — vocals & special material
Ian Underwood — keyboards & winds
Aynsley Dunbar — drums
George Duke — keyboards & trombone
Martin Lickert — bass
Jimmy Carl Black — vocal on LONESOME COWBOY BURT
Ruth Underwood — orchestra drum set
Jim Pons — voice of the "Bad Conscience"

The TOP SCORE SINGERS conducted by David Van Asch
CLASSICAL GUITAR ENSEMBLE supervised by John Williams
narrated by THEODORE BIKEL

live recording facilities: THE MOBILE ROLLING STONES
live recording engineer: Bob Auger
over-dub & re-mix engineer: Barry Keene
reduction facilities: WHITNEY STUDIOS
road manager: Dick Barber
technicians: Paul Hoff & Dave O'Neil
album package & book design: Cal Schenkel
cover / poster design & illustration: The Institute, Inc. / Dave McMacken
photography: Ian Stock & Mark Volman

art & package restoration 2021: Michael Mesker
remaster by Bernie Grundman at Bernie Grundman Mastering, 2021
digital transfers by Joe Travers, Zappa Records

Produced by: Frank Zappa

All selections composed & orchestrated by Frank Zappa ©1971 published by MUNCHKIN MUSIC

special thanks to Jeff Simmons from all members of the group

THIS ALBUM IS DEDICATED TO ANYBODY WHO WAS EVER IN THE MOTHERS

DON'T FORGET TO REGISTER TO VOTE

CERTIFICATE OF APPROVAL AND RATING

Nº 23033

THIS IS TO CERTIFY THAT 200 MOTELS
Name of Picture

Produced by Murakami Wolf Productions/Bizarre Productions

Distributed by United Artists Corporation

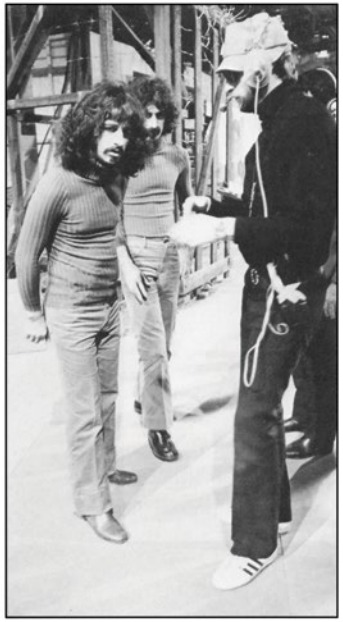
complies with the standards of the Code of Self-Regulation, and has been rated.

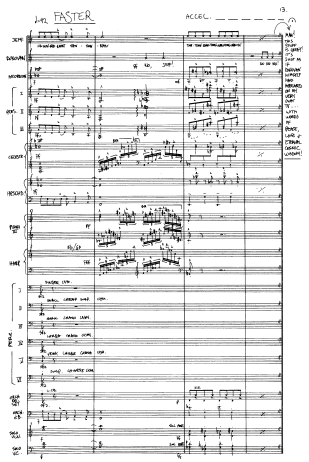
R

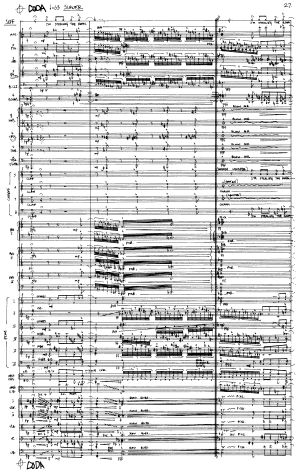
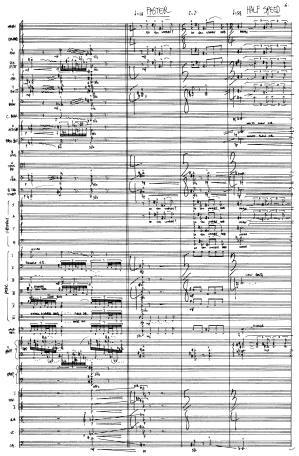
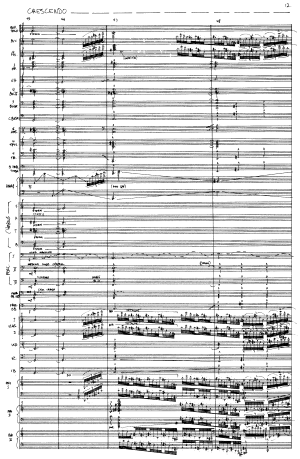
This 23rd day of June, 19 71

CODE and RATING ADMINISTRATION
of the
MOTION PICTURE ASSOCIATION OF AMERICA, INC.

By Eddie Wheeler
Administrator





Beginning of **Dental Hygiene Dilemma**

The coda from **Does This Sort of Life Look Interesting to You?**

Excerpt from **Penis Dimension**

Every Poor Soul Who's Adrift in the Storm from the finale

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Theodore Bikel as Rance Muhammitz disguised as a TV announcer named Dave, and Ringo Starr as Larry the Dwarf dressed up to look like Frank Zappa. Question: "If you had just been lowered down on TV by a wire connected to a brown leather harness, forced by a crazy person to insert a mysterious imported lamp into the reproductive orifice of a lady harpist . . . would you do it?"

She's just 24 and can't get off
A sad but typical case
Last dude to do her got in and got soft
She blew it and laughed in his face
from **Half a Dozen Provocative Squats**

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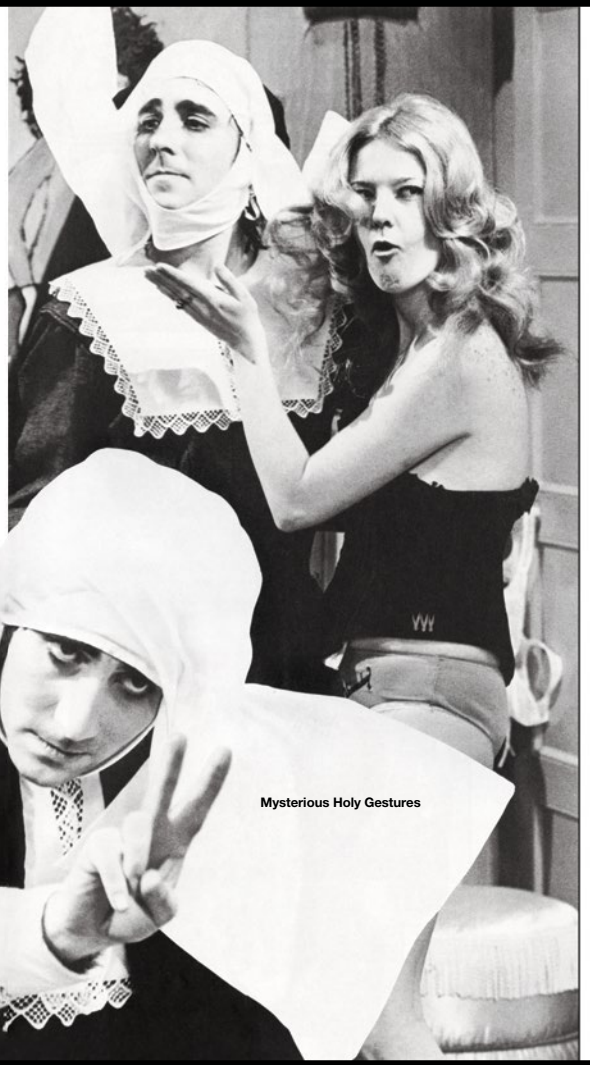
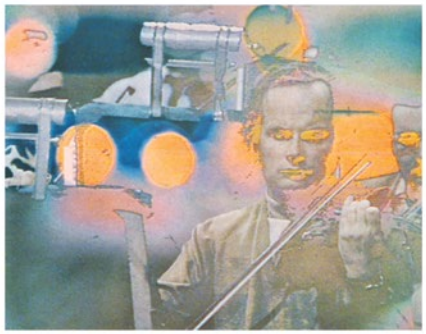
Janet just prior to launching of her replica (left, above). The nun has just o.d.'ed (above) and ascends to Heaven

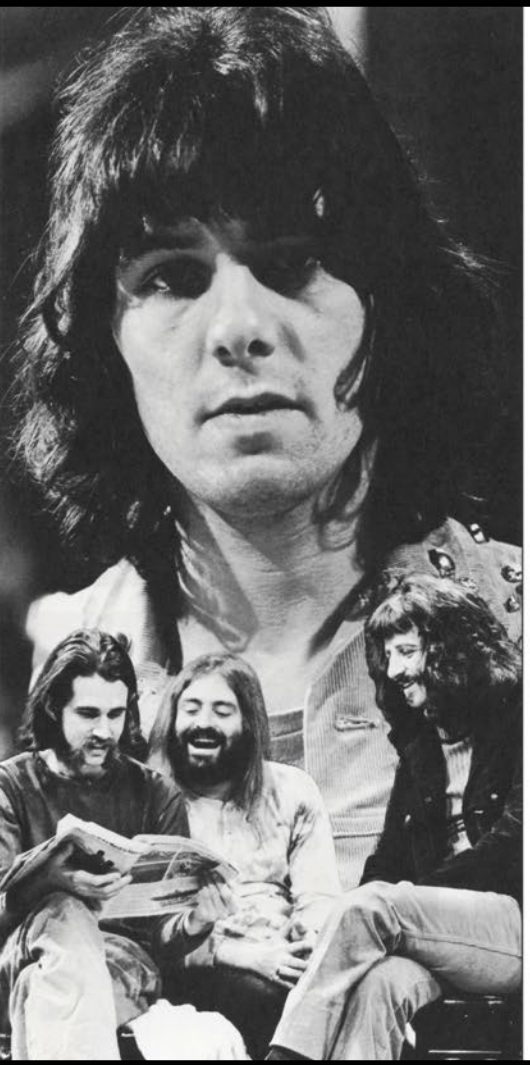


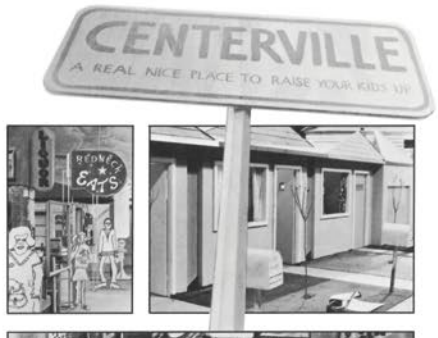
JANET! DID YOU SEE THOSE GUYS OVER THERE WITH THE HAIR!
POP STARS ARE SO DEPRESSING- WHEN THEY BEEN ON THE ROAD FOR A LONG TIME AND THEY FINALLY GET SOME ACTION...
Miss

Mysterious Holy Gestures

(left) Janet: "You should get used to romances which are so obviously cheap . . . how long you been a groupie anyway?" Scenes from **Lucy's Seduction of A Bored Violinist & Postlude** (below).

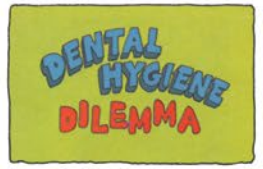






(left) Ian reads amusing royalty statement figures on cassettes & foreign while Ringo pretends to be unimpressed by Howard's new Aynsley Dunbar Adonis Photo Blowup poster. Centerville and **The Dance of the Just Plain Folks** (which was, unfortunately, deleted from the film) (above)

(above) Motorhead's Midnight Ranch. The lad (directly above) searches the night for his newts. Dick Barber (right) examines recent hockey rink in Quebec City.

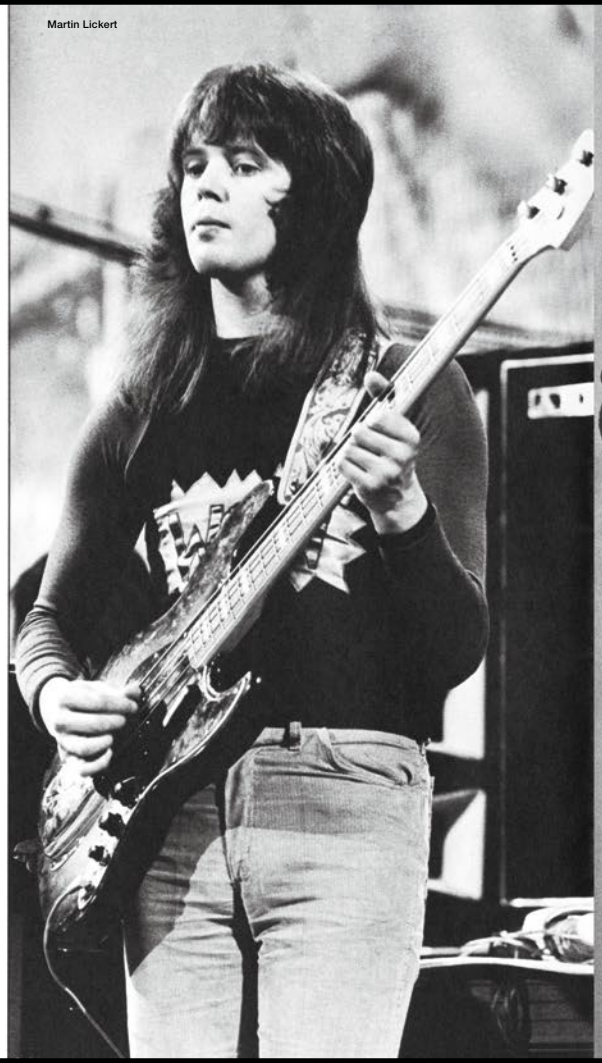


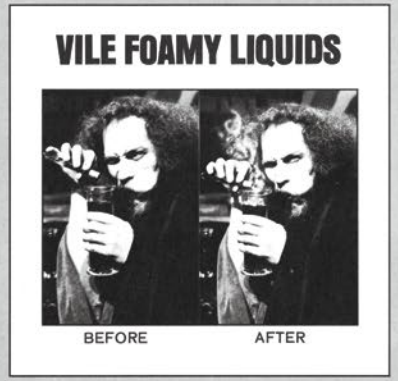
The **Phlorescent Leech & Eddie** (above). Larry the Dwarf (right) spies on the guys in the group. A scene from Janet's big dance number (above right). Two views of the fake motel room (center right). Martin (far right) prepares to rip off a few more ashtrays.

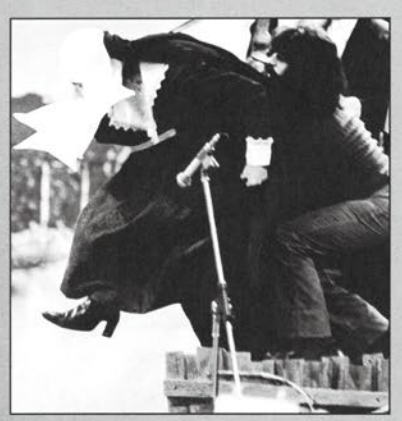
High angle view of fake stage with **Lonesome Cowboy Burt**

George Duke

Martin Lickert







Ringo and Keith: "Let me see your little nest." (above). Theodore Bikel in Rance regalia with steaming briefcase (left).

The Centerville Recreational Facility (above). Don Preston and Motorhead (right) have just met Rance Muhammitz in the fake night club. The **Penis Dimension** torchlight parade (below).

Ladies of the Chorus

Mrs. Underwood

Ian Underwood

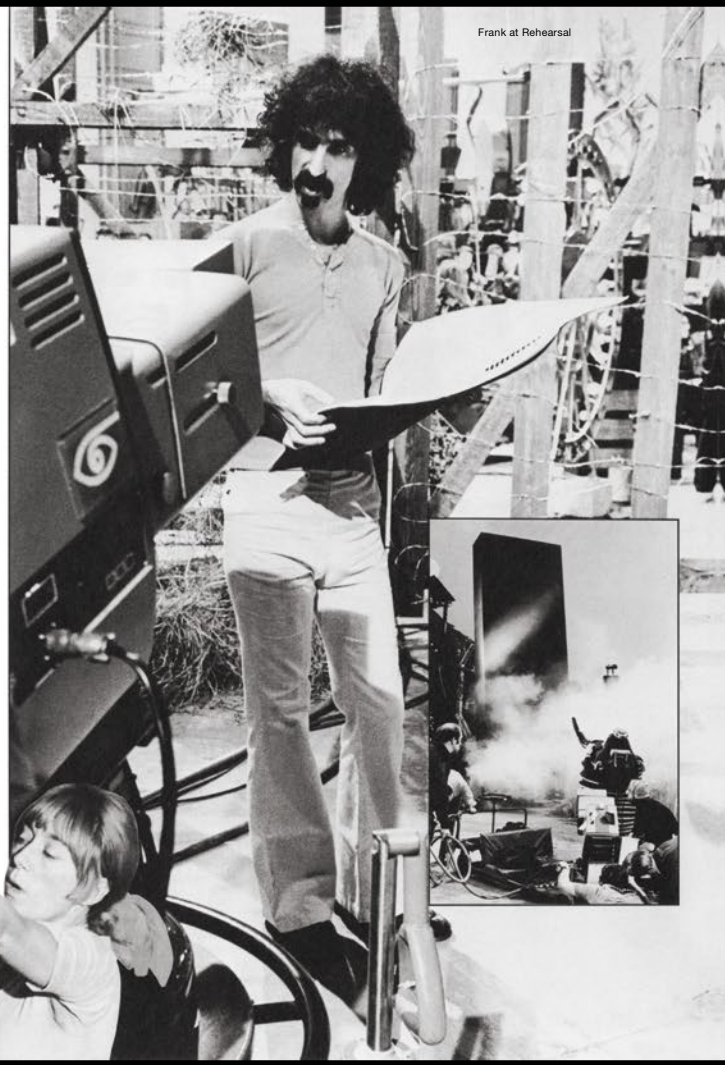
Orchestra builds toward frenzied peak as tea break approaches

Motorhead & Lucy

Pamela Miller

Tony Palmer (in Video controlroom, center) follows score during orchestra rehearsal (top). Bob Auger, live recording engineer (below). Choreographer Gillian Lynne (bottom). The Slab (extreme right).

Frank at Rehearsal



MOTORHEAD SHERWOOD CAVORTS JUST PRIOR TO HIS SEIZURE DURING THE FINALE

THEODORE BIKEL **RINGO STARR**

MARK VOLMAN **HOWARD KAYLAN**

MUSIC COMPOSED AND ARRANGED BY
FRANK ZAPPA
PERFORMED BY
THE ROYAL PHILHARMONIC ORCHESTRA **TOP SCORE SINGERS**
CONDUCTED BY DIRECTED BY
ELGAR HOWARTH **DAVID VAN ASCH**

THE MOTHERS OF INVENTION:
MARK VOLMAN **HOWARD KAYLAN**
IAN UNDERWOOD **AYNSLEY DUNBAR** **GEORGE DUKE**
JIMMY CARL BLACK **MARTIN LICKERT** **JIM PONS**

CHOREOGRAPHED BY **GILLIAN LYNNE**
CHARACTERIZATIONS DIRECTED BY : **FRANK ZAPPA** VISUALS DIRECTED BY : **TONY PALMER**
PRODUCED BY **JERRY GOOD** AND **HERB COHEN**
PRODUCTION DESIGN: **CAL SCHENKEL** ART DIRECTOR: **LEO AUSTIN**
ANIMATION DIRECTOR: **CHARLES SWENSON** FOR **MURAKAMI WOLF PRODUCTIONS, INC.**
SPECIAL MATERIAL BY: **MARK VOLMAN, HOWARD KAYLAN**

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200 MOTELS

50TH ANNIVERSARY EDITION

PRODUCED FOR RELEASE BY AHMET ZAPPA & JOE TRAVERS

DIGITAL TRANSFERS, SEQUENCE & EDITING BY **JOE TRAVERS**

ORIGINAL SOUNDTRACK ALBUM REMASTERED BY
BERNIE GRUNDMAN, BERNIE GRUNDMAN MASTERING, 2021

ALL VAULT MATERIAL MASTERED BY **JOHN POLITO, AUDIO MECHANICS, 2021**

BOX SET PACKAGE DESIGN & ART RESTORATION: **MICHAEL MESKER**
MOTION PICTURE ARTWORK, STILLS AND IMAGES **©1971 METRO-GOLDWYN-MAYER STUDIOS INC.**
COLLAGES FROM ORIGINAL 200 MOTELS PRODUCTION DESIGN: **CAL SCHENKEL, CAL SCHENKEL ARCHIVES**
RUTH UNDERWOOD PHOTO: **COY FEATHERSTON**
ADDITIONAL IMAGES COURTESY OF **THE VAULT**
PRODUCTION MANAGEMENT: **MELANIE STARKS**
MUNCHKIN MUSIC: **HOLLAND GRECO**
LINER NOTES: **PAMELA DES BARRES, RUTH UNDERWOOD, JOE TRAVERS, PATRICK PENDING**

SPECIAL THANKS TO: **PAMELA DES BARRES, RUTH UNDERWOOD, CAL SCHENKEL, SIMON PRENTIS;
DEVON SPENCER AND THE TEAM AT SINGH, SINGH & TRAUBEN;
JEFF FURA, ATHENA RAPIS, ANDREW DAW, AND THE TEAM AT UME, MGM.**

In 1997, the now defunct record label Rykodisc licensed **200 Motels** from MGM for distribution into the marketplace for the first time since the ’80s. The original 1971 2-track analog tapes were sent out to be digitized, remastered and released on Compact Disc. New 44.1K16B masters were created onto 1630 U-Matic Digital Cassettes and the analog tapes were returned. Or were they? Due to unfortunate circumstances, MGM was unable to provide the aforementioned tapes for this 50th Anniversary edition. Thankfully, Frank Zappa was smart enough to have run off safety copies of the master mixes for his own Vault. These tapes are now a holy grail. The only thing is, Frank took a razor blade to the safeties removing musical bits and fragments for the radio ads, trailers and other projects. This left me with the task of trying to find missing pieces of a puzzle and digitally reconstructing the masters intact. Because of FZ’s work process, this is something I find myself doing very frequently. Frank would rip into master tapes at will, removing sections to make build reels or to create new masters for whatever he was planning at the time. In the case of the **200 Motels** stereo master mixes, things were scattered everywhere amongst a variety of reels. It literally took years to identify and transfer every bit of audio pertaining to this movie and album project, and there still could be some I missed. But after all is said and done, we now have a new high resolution 96K24B digital patchwork stereo master constructed from all of the available safety elements we could find thus far in The Vault. During this search and seizure mission, I was able to unearth a multitude of audio treasures from a very large number of tapes. Original demos, session outtakes, alternate mixes and versions, and even dialog reels that captured an edit of the film that predates the final assembly which eventually made it to theaters everywhere in 1971. These tapes are so important, because as history would have it, the original 2-inch 16-track multi-track master tapes from the film recording sessions at Pinewood Studios were not saved or properly archived before being disposed of or reused by MGM. All that we have salvaged from Zappa’s Vault is literally all there is. Amongst the gems glistening in the sequin mines were a number of ¼-inch reel-to-reel tapes that were made at Trident Studios during February of ’71. These tapes contain rough mixes of basically everything that was recorded on multi-track, as if FZ wanted to get quick stereo documents of all the music recorded during the film sessions. They reflect raw performances, as they happened before FZ would get a hold of the multi-track masters and bring them to Whitney Studios in Glendale for over-dubs and sweetening. The Trident tapes allow us to hear music that did not make the film, or the final soundtrack album. They also helped us to reconstruct pieces of music like “The Pleated Gazelle” or “What’s The Name Of Your Group?” into their full sequences per the score. Over the years, even Frank himself forgot the sheer amount of music that actually did get recorded. All of the archiving for this 50th Anniversary set has produced incredible amounts of content that we would never had known existed otherwise. Compiling it all into this box set is another dream come true for me, as **200 Motels** is one of my favorite projects in Frank’s career. We hope you appreciate the effort we have made to make this set a reality, as it was a herculean effort between the forces at UMe, The Zappa Trust and MGM.

Joe Travers
Vaultmeister
June 2021

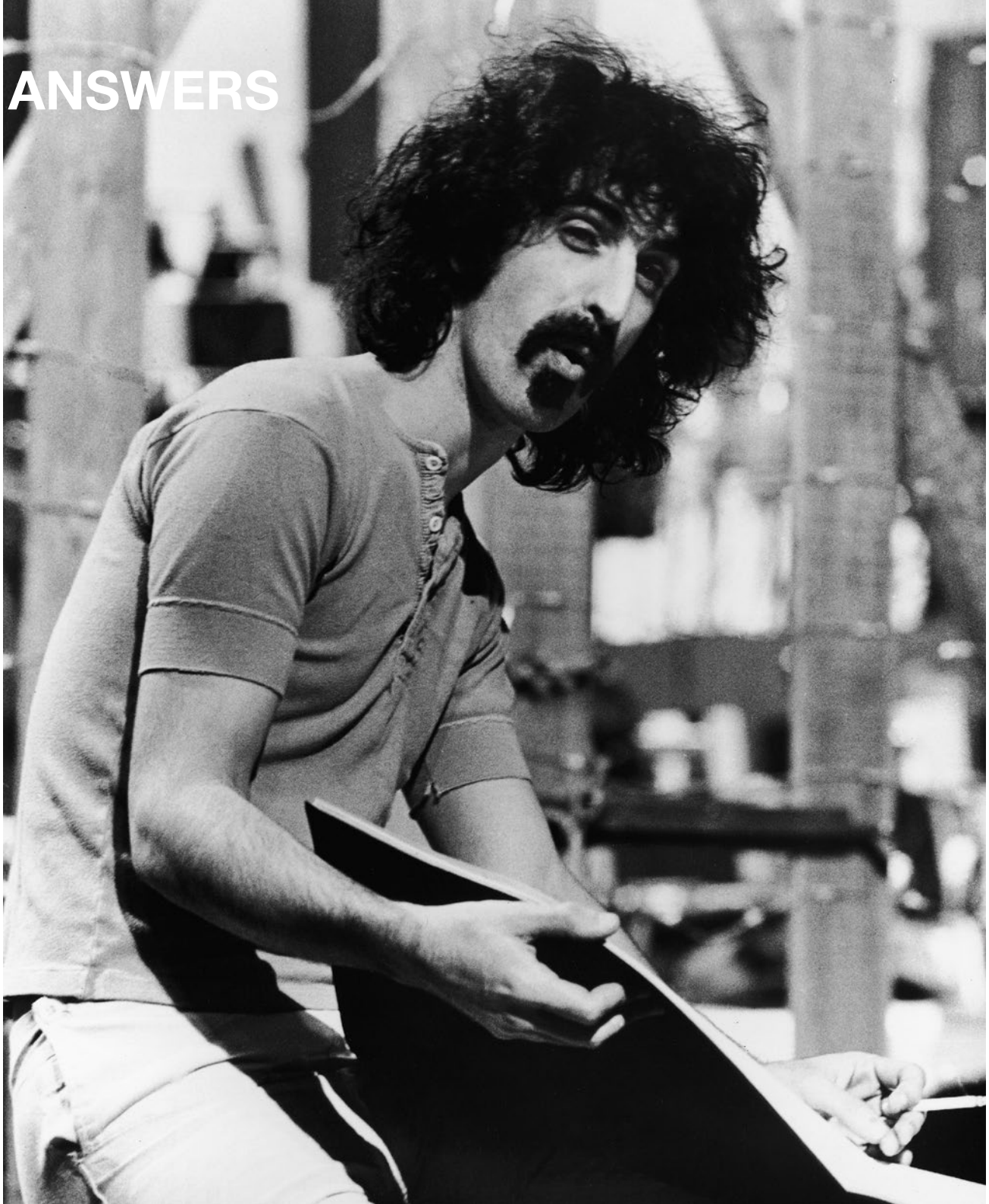
QUESTIONS & ANSWERS

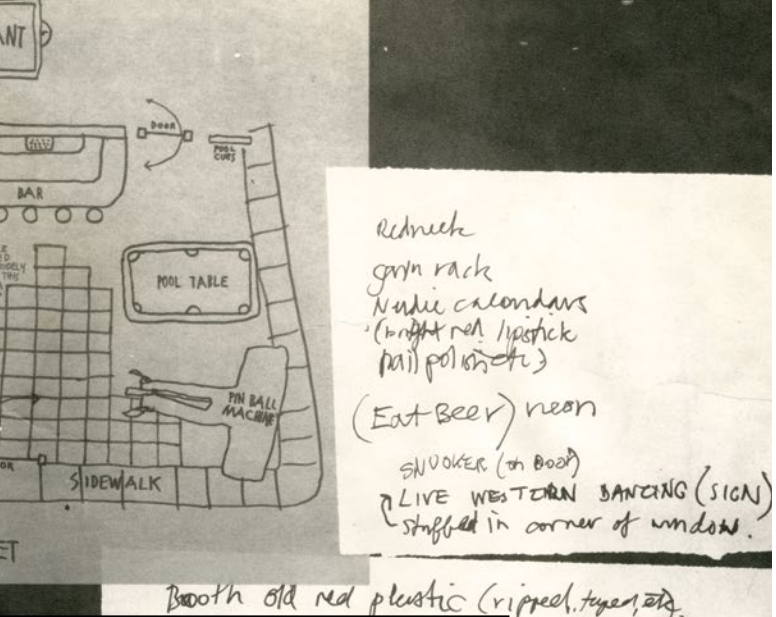
WHAT IS IT?
As far as I'm concerned, 200 MOTELS is a SURREALISTIC DOCUMENTARY. The film is at once a reportage of real events and an extrapolation of them. Other elements include "conceptual by-products" of the extrapolated "real event". In some ways the contents of the film are autobiographical.

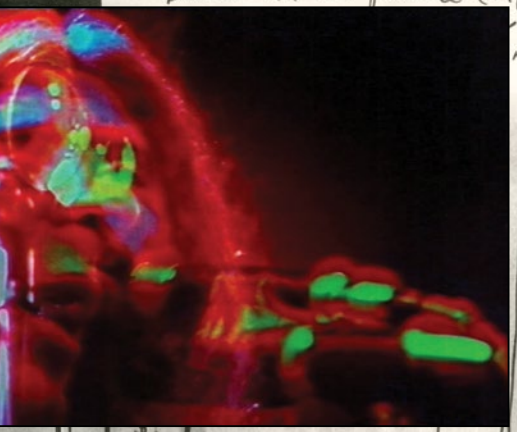
HOW DID YOU EVER GET TO MAKE A MOVIE IN THE FIRST PLACE?
I have been interested in the potential of various visual mediums since 1958 when I first started shooting 8mm films. As a composer, I feel that visual elements, organized using structural techniques commonly associated with musical architecture, provide exciting possibilities for conceptual exploration.

YEAH, BUT HOW'D YOU GET ANYBODY TO PAY FOR THIS THING?
After having several appointments with people who normally finance films, and having them run screaming into the distance after a partial explanation of the project, by mere chance we took it to United Artists. Mr. Picker looked over our folio (10 pages of "treatment", 2 boxes of tape, and some clippings in case he never heard of our group) and said: "You have a deal . . . get me a budget." (Perhaps it was a little more elaborate and erudite than that.) We left the office, got a budget and a bunch of lawyers and work began in earnest. (Pre-production actually began in 1968. I had been working on and off since that time to prepare the choral and orchestral music, composing about 60% of it in motel rooms after concerts on the road with THE MOTHERS.)

WELL . . . SO TELL ME . . . WHAT IS IT?
200 MOTELS is a SURREALISTIC DOCUMENTARY, but it might also be helpful to think of the overall "shape" of the film in the same way you might think of the "shape" of a piece of orchestra music, with leitmotifs, harmonic transpositions, slightly altered repetitions, cadences, atonal areas, counterpoint, polyrhythmic textures, onomatopoeic imitations, etc.







YEAH? WELL, I HATE ORCHESTRA MUSIC ... I DON'T HAVE ANY IDEA WHAT YOU'RE TALKING ABOUT, AND I ONLY LIKE ROCK & ROLL. IS THIS A ROCK & ROLL MOVIE OR WHAT?

This is a "Rock & Roll Movie" and it is also an "Or What". Granting the fact that THE MOTHERS tend to operate somewhere on the outermost fringes of your real-life Rock & Roll Consciousness, the film is an extension and a projection of the group's specialized view of and participation in this intriguing area of contemporary human experience. In other words, 200 MOTELS deals with things like:

Groupies
Life On The Road
Relationship To Audience
Group Personality-Chemistry
Macrobiotic Food & Tie-Die Shirts Etc

. . . but deals with these things in ways you might not expect (or approve of), simply because THE MOTHERS is not your average sort of Pop Group, and if, for instance, we have experiences with Groupies on the road, these experiences will not be very ordinary. Our Relationship To Audience is not ordinary. Our Group Personality-Chemistry is not ordinary . . . therefore an ordinary documentary based on our exploits wouldn't be ordinary, and a SURREALISTIC DOCUMENTARY extended from these circumstances might seem to be just a little peculiar at first.

WELL . . . IF YOU CAN'T TELL ME WHAT IT IS, TELL ME WHAT HAPPENS IN IT . . . SOMETHING . . . ANYTHING . . . HELP ME . . . ARRRRRRRRRGHHHHH!

First of all, there is no chronological continuity stressed. This is done to convey the sort of time-space reference alteration a group can experience on tour. On the road, time is determined by when the road manager wakes you up, when the plane or bus leaves, when you set up equipment at the hall and check your sound system, when you play your concert, and what you do for recreation after the show. Space is indeterminate. Motels resemble each other. The same for planes and buses. Concert halls may vary a bit, but over a period of years they also blend together. Audiences vary/blend in a similar way.

When we go on tour, especially long tours, life in the group begins to resemble life in the army. Each concert is a campaign. On such tours it is possible to not know where you are ("Is this really Vienna?"), sitting in your room, dealing socially most of the time with other group members, you might as well be in Los Angeles. We seem to carry a "mystery bubble" of L.A. consciousness along on the road. Inside of this "bubble", strange things happen.

The situations contained in 200 MOTELS were organically grown inside 4 years worth of these "bubbles". These concepts extracted from within the various time-warps, with as much care as our $600,000 budget would permit, form the basis of the filmic event.

WHO'S IN IT BESIDES THE MOTHERS?

Theodore Bikel plays RANCE MUHAMMITZ, Ringo Starr plays LARRY THE DWARF, Keith Moon plays THE HOT NUN, Jimmy Carl Black (The Indian Of The Group) plays LONESOME COWBOY BURT, Martin Lickert plays JEFF, Janet Ferguson & Miss Lucy Offerall (GTO) play THE GROUPIES, Don Preston & Motorhead Sherwood play slightly modified versions of THEMSELVES, Dick Barber (our Road Manager) plays THE INDUSTRIAL VACUUM CLEANER, and Miss Pamela Miller (GTO) plays THE ROCK & ROLL INTERVIEWER. Mark Volman and Howard Kaylan, the group's two lead vocalists are featured, also playing modified versions of THEMSELVES.

ARE YOU IN IT?

A little bit.

WHAT'S RINGO STARR DOING IN A MOTHERS MOVIE?

I asked him to play the role of Larry The Dwarf. He accepted because he said he was getting " . . . a bit browned-off" with his good-guy image.

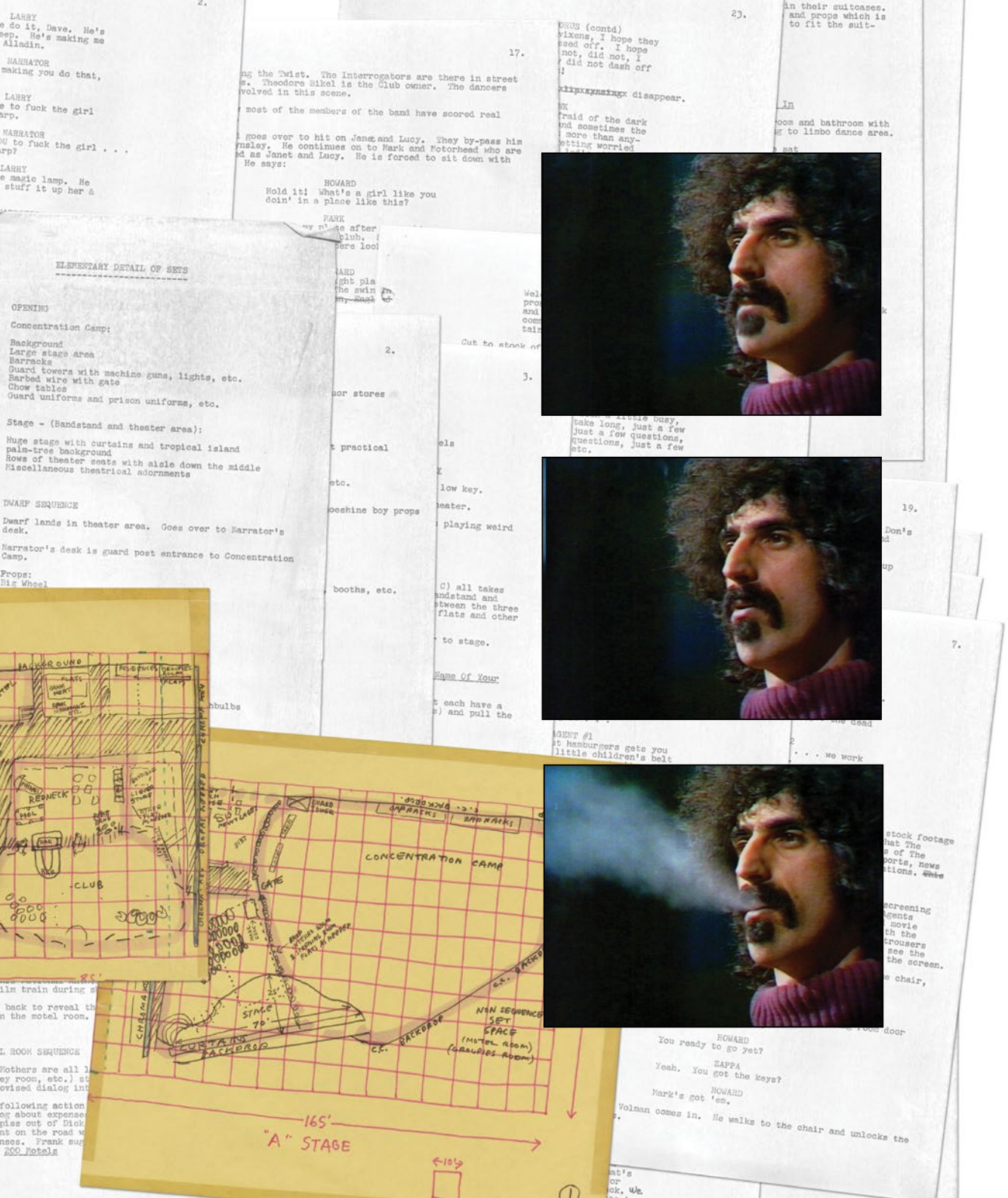
I HEARD THIS MOVIE WAS SHOT ON VIDEO TAPE . . .

The video-tape-to-film process used in 200 MOTELS could easily start a new production trend. 200 MOTELS is the first full-length feature film to use this system, and some of the new optical effects made possible by this electronic technique are bound to attract the curiosity of adventurous film makers. One of the best things about these visuals is that most can be done while shooting (not in a lab where controls are uncertain and costly) and instant decisions can be made about colors, textures, shapes, superimpositions, dissolves or mixtures of any desired length and density, as well as matte shots, done electronically with amazing precision. Other effects are possible (such as the combination of several scenes, each of which is already a montage) during the video tape editing stage. 200 MOTELS was shot in seven days, with video editing for 11 days, followed by refinements in the 35mm stage (at the usual film-handling work rate) of 3 months, sandwiched in between several concert tours. I personally supervised all stages of editing.

WHAT DO YOU EXPECT TO ACCOMPLISH WITH THIS WEIRD MOVIE?

For the audience that already knows and appreciates THE MOTHERS, 200 MOTELS will provide a logical extension of our concerts and recordings. For the audience that doesn't know, doesn't care, but still takes a chance every once in a while on a new idea, 200 MOTELS will provide a surprising introduction to the group and its work. For those that can't stand THE MOTHERS and have always felt we were nothing more than a bunch of tone-deaf perverts, 200 MOTELS will probably confirm their worst suspicions.

2
PHILIPS



Once Upon A Time there was a man named Frank Vincent Zappa.

The man begat a film. The film begat an album. And the begatting of that film and that album is precisely what this is all about. Most of what follows is Absolutely True. Some of what follows is Fuzzy Recollection. A tiny bit, here and there, is a Wild Guess.

The first time anyone can remember any music from what would become the **200 Motels** film being publicly performed was on Friday, May 15, 1970 at a concert at UCLA's Pauley Pavilion. This was a unique event which featured a collection of the original Mothers Of Invention performing with Zubin Mehta conducting The Los Angeles Philharmonic. In the audience were Howard Kaylan and Mark Volman, sitting in seats compliments of Howard's cousin, Herb Cohen, Frank's manager and partner. Backstage after the concert, knowing the Turtles had broken up two weeks earlier, Frank invited Howard and Mark to be a part of the new Mothers line-up, to leave for a European tour in ten days, and, oh yes, "shortly after that we'll be making a movie."

In the Bizarre Productions offices on Wilshire Boulevard, right next to and several floors above a clothing store called Zachary All, the notion of making some sort of film had circulated for quite some time. Ideas started, stopped and changed lanes. At one point, the leading candidate seemed to be a science fiction script involving Captain Beefheart.

Sometime in 1970, Herb and Frank approached an executive named David Picker at United Artists Pictures (now a subsidiary of Metro-Goldwyn-Mayer Inc.) with a ten page synopsis of what **200 Motels** would be, a couple boxes of tape and some press clippings. By the conclusion of the meeting a deal had been struck. Bizarre Productions had sold United Artists the motion picture and soundtrack album. One of the things which was agreed was that Bizarre couldn't deliver a film that would be rated X, at that time the MPAA rating that allowed no one under 17, no matter who they were with, admittance into the theatre. Eventually, a budget of approximately $600,000 was agreed upon for both film and album. Frank would later say the total spent ended up being $679,000.

The task of handling the details of how the production would proceed was roughly divided into two parts (as most of the tasks were at the time). Herb would, primarily, take care of the paperwork which was needed to conduct daily business. Frank would, primarily, take care of the paperwork which was needed to hold the notes, measures and lyrics. Herb hired Jerry Good of Murakami-Wolf to handle production matters and Tony Palmer was hired to be the director. Frank, meanwhile, expanded and modified the concepts of his original film treatment, working on plots and characters.

During this time, Frank was also recording and assembling the *Chunga's Revenge* album, on which compositions embodying the life on the road theme, candidates for inclusion in the film, first appeared. Frank's work habits, chronicled many times over elsewhere, were prodigious. One of these habits was to use what he had on hand in whatever he was doing at the time.

And in the *Chunga's Revenge* liner notes, Frank advised us that "all of the vocals on this album are a preview of the story from **200 Motels**."

Simultaneously, there was the **actual** life on the road with concert dates which began in June of 1970, and continued throughout the year. By the end of August, the Mothers, now comprising Frank, Howard, Mark, Ian Underwood, George Duke, Jeff Simmons and Aynsley Dunbar, were performing some of Frank's recent **200 Motels**-intended compositions - "Lonesome Cowboy Burt," "Bwana Dik," "Would You Like A Snack?," the mudshark groupie routine, "What Will This Morning Bring Me This Evening" and "Penis Dimension" became a regular part of their set.

From the beginning Frank had wanted to use an orchestra in the film. He'd been writing orchestral music since he was 14. Partly for economic reasons and partly because the Royal Philharmonic Orchestra lived over there, it was decided to shoot at Pinewood Studios, which were about 20 miles west of London down the A40, in the village of Iver Heath, Buckinghamshire. The cost of going to them was far less than the cost of bringing them to him, but, even by shooting in England, the use of the RPO remained the single largest expense in the budget. Partly because of the very brief shooting schedule the budget would allow, but also because versatility and the ability for immediate playback was crucial, 200 Motels was to be shot on videotape, edited on videotape, and then transferred to 35mm film stock. This had never been done before.

Around Thanksgiving 1970, Cal Schenkel, the Mothers' graphics engineer, who designed most everything in **200 Motels**, traveled to England with Jerry to begin pre-production. Over the next few weeks Jerry, Tony, Calvin, Leo Austin, the film's Art Director, and Frank met many times to sort out what seemed like thousands of details. Also by this time, almost all of the continuity problems with the plot had been resolved, which cleared the way for an actual shooting script to be written.

By Christmas 1970, Frank, Gail, Moon and Dweezil had settled into a rented house at 56 Ladbroke Grove, sort of over near Notting Hill Gate, in London W11. Lucy Offerrall, Miss Lucy of the GTOs, came over with the understanding that she would babysit the kids for the month until the shooting began. Janet Ferguson, who had worked with Frank in his still unfinished movie *Uncle Meat*, and who, with Lucy, would portray The Groupies in the film, had also moved in by this time.

At Pinewood, set construction on Stage 'A' began on Monday, January 4, 1971. One of the *James Bond* films, the musical *Fiddler On The Roof*, both also United Artists Pictures, and several British television shows were in production on other soundstages nearby. The Centerville Recreational Facility and the concentration camp set took up most of the far end of the stage. The Royal Philharmonic Orchestra, with the percussionists costumed as the guards, was situated there amid the guard towers, machine guns and barbed wire. Just outside the facility's front gate, just down Main Street and over on the right, was built the Newt Ranch. Right across the street, the sets for the Groupies' room, the liquor store, Redneck Eats, The Electric Circus Factory, The Rancid Boutique and most of the rest of Centerville was constructed. Dancers' auditions were held on January 11 and 12, followed by five days of rehearsal and some costume fittings. Howard, Mark, Ian and Ruth Underwood, George Duke, Jeff and Breena Simmons, Jimmy Carl Black, Don Preston and Dick Barber all arrived in London on Friday, January 15. Everyone was booked into the Kensington Palace Hotel in DeVere Gardens.

Over the week of January 17 through 23, rehearsals, individual and variously collective, with the band, the percussion, the cast, the orchestra, the dancers and the chorus, were held. Theodore Bikel arrived from Israel. By Friday January 22, set construction had progressed enough so that the crew could rig the lights and install the stage sound equipment. Phyllis Bryn-Julson, the woman who sang soprano throughout the film, flew in from the US on Sunday, January 24. The same day, the Mobile Rolling Stones recording truck arrived at Pinewood fully laden with all of the 16-track recording equipment which was used to record everything.

Concurrently with all of this going on, Frank conducted the first read-through of the shooting script, 101 scenes over 254 pages, with the cast at the Kensington Palace Hotel on, it is remembered, about Monday, January 18. He had completed it the night before. Frank believed, as he would later explain, that the easiest thing to do when you only have a week to make a movie is to be yourself. And much of his script included characterizations based upon the band being themselves and plot twists and turns based upon real events.

This first read-through was going rather well when it became very clear that Life was going to make a sudden U-turn-without-signaling to imitate Art. When the group got to Scene 32, page 89 to be exact, there was, as is said, a great disturbance in the force. Much of this scene, which took place in a hotel room where the band was staying, contained dialogue excoriating Frank for using hidden tape recorders in order to steal ideas from them, which Frank had based upon actual band conversations he had actually recorded on actually hidden tape recorders. As Jeff read all of the lines which had been written for him to say, all of which were things Jeff had said in Real Life - about Zappa being too old . . . let's buy him a watch, about not being taken seriously as a musician anymore, about quitting the Mothers and forming his own group - he did just that. Right then and there. Jeff and his wife flew back to the US and the mad scramble began to find his replacement.

The first person to audition to be The Substitute Jeff Simmons was Noel Redding, the bassist for The Jimi Hendrix Experience. Unfortunately he did not pass the audition because Frank felt he did not possess the acting skills required. Wilfrid Brambell, an English actor best known for portraying Paul McCartney's grandfather in *A Hard Day's Night*, came in to audition and was magnificent. Although he thought the script was daft, he agreed, as a lark, to play the part. He joined the cast in script rehearsals which lasted until, it is recalled, Tuesday, January 26 when, most politely put, Wilfrid was having a great deal of trouble remembering his lines, and he, too, left the film. So, in addition to all of the normal problems of mounting such an ambitious project, three days before principal photography was scheduled to begin, the key part of Jeff was again uncast with no prospects in sight.

The following day there was some real doubt whether shooting would go forward at all. It was somewhat dismal. The band spent part of the day glumly assembled in a Pinewood dressing room, playing cards and drinking beer, when Frank announced that "I don t care who it is . . . the next person to walk through that dressing room door gets the part of Jeff." As if on cue, as if from another absurd script, Ringo Starr's chauffeur popped through the door. Although Ringo had been rehearsing with the cast all along, this was the first time anyone met Martin Lickert. He had long hair. He had an English accent. He could, after a fashion, even play the bass. The production was back on track and full steam ahead.

Jeff was not the only part to undergo last minute troubles. Ringo had not been cast as Larry The Dwarf until the middle of January. There was a part written for a character named Jeff Beck, and it was hoped the guitarist could be persuaded to play it, but despite his meeting with Frank, it remained uncertain he would, although the scenes written for him stayed in the script. Mick Jagger was penciled in to do a walk-on or to play the part of the nun with the fake harp who was the object of the Dwarf's lamp. The evolution of the parts of The Good Self and The Bad Self, who appeared during Jeff's hallucinations, is rather interesting. An early draft of the script had Frank as The Good Self and Mark as The Bad Self. In the shooting script Frank had written The Good Self role for Pete Townshend and the Bad Self role for Keith Moon. By the first day of shooting Keith had been switched to being The Good Self and the Mothers' longtime road manager, Dick Barber, who was already cast as the Industrial Vacuum Cleaner, was now also The Bad Self. But after the shoot was over, and everyone was back in LA, it was decided to re-record these parts for use as the soundtrack of the animation with Howard portraying Jeff, Mark as The Good Conscience (as this voice was now known) and Jim Pons, who played bass in the Turtles, as The Bad Conscience. Keith was eventually cast as Pamela, the Hot Nun Groupie. And the part of the second Rock Magazine interviewer, known in the script as Soprano Number 2 because it was written to be played by a singer, was given to Pamela Miller, previously known as Miss Pamela of the GTOs and much later known as Pamela Des Barres.

Although using videotape for television was commonplace in 1971, its reliability for shooting Frank's motion picture was still unanswered. Frank thought this videotape-to-film process could easily start a new production trend, and, more than a dozen years hence, it would. But at this time, it was an application of a technology with an on/off switch but no instruction booklet. Every scene was shot by four cameras. It was Tony's job to set the shots, do the blocking, conduct the video rehearsals and ensure that every image got onto the videotape the way it was supposed to. An advantage of using videotape, both creative and timesaving, was that instant decisions could be made about color, texture, superimpositions, dissolves, matte shots and optical effects. Quite a bit of video editing was planned to be done 'live' in the video booth. While the video equipment was being set up, Stage 'A' was also being used for three days of full dress rehearsals with the cast, the dancers, the chorus and the orchestra. Frank was still tweaking the shooting script, finishing up some musical compositions and meeting with Jerry to work out production problems.

Thursday, January 28, was the first day of shooting of **200 Motels**, Production Number T/MWP/157. The cast showed up at Pinewood at 8:30AM for make-up and was on Stage 'A' by 9:00AM. Each day's production was broken up into several parts. Mornings were usually used to pre-record music with the band, chorus and orchestra which was used for later playback at the shoot or was used when Frank assembled the soundtrack album. Some of these morning pre-record sessions were shot for use in the final cut of the film. Each afternoon starting at 1:00PM, after lunch, the shooting of the script took place. In between takes the cast would usually wait in the dressing rooms until they heard their scene number called. Everyone would work until 5:00PM when a loud buzzer would go off. This buzzer was the signal that union members - and almost everyone involved in the production other than Frank and his entourage was - who were required to work after its sounding were now to be paid at a substantially higher rate. And since there was absolutely no budget for any of these kind of golden time expenditures everything stopped everyday at the sound of that buzzer.

200 Motels' principal photography was shot, entirely, in seven eight-hour days. By the fourth and fifth days of the shoot, the pace of work was quite arduous and things were getting quite frenzied. With only two days at Pinewood remaining, strains in some working relationships were beginning to show. Frank, Tony and Jerry were sometimes in disagreement about how some thing should be done or what should happen next. All along, scenes from the shooting script, scenes crucial to the narrative structure, had to be deleted from the schedule in order to spend what little time remained on the scenes which were deemed to be essential and on the cutaways which were required for the editing process. It became clear to Frank, clear to almost everyone, that despite all best efforts, a seven day shooting schedule simply did not permit this film to be completed as written in the shooting script. Frank was rewriting everything constantly, adding, deleting, modifying, trying to make the square peg of his story fit into the round hole of remaining time. But, no matter what adverse circumstance was being faced when an "absurd project," as Frank called this, was being made, there was simply an inherent amount of frivolity and nonsense that no problem or setback could permanently divert. The most vivid memory most folks have about the making of **200 Motels**, besides the frenzy, was that it was great fun.

On the next to last day of shooting there was tenseness and determination which accompanies the ability to no longer postpone. Everything was rushed. Frank had been up most of the night, among other things, rewriting the finale. The band learned the "we're gonna tear down the studio" section of the finale while on the bus on the way to Pinewood that morning. Scheduled for the sixth day were six scenes from "The Pleated Gazelle Sequence," - the only part of the script in which Frank had written a major on-camera speaking part for himself - the "Penis Dimension" sequence, which required playback of the music they had recorded one of the previous days, and the "Strictly Genteel" finale. It had been Frank's intention, from the beginning, that the music in the film be a "real orchestra and real rock 'n' roll band playing real notes" and, in fact, everything in the film except "Penis Dimension" is actually being performed, as you see and hear it, by the musicians on the screen.

During the finale shoot, after Theodore says that "it's been swell having you with us tonight," Don was scripted to say "We sort of ran out of time here, and we have to go . . . our contract with United Artists limits the length of the film . . . ," a line which did not appear in the final cut. Whether or not that line was completely accurate, what was accurate was that there was only one full working day left at Pinewood with a lot left to do. The sixth day was the final day the Royal Philharmonic Orchestra worked on the film and they were due to be sent home at the end of the morning session. After completing the finale, they were needed only for the Orchestra Disaster Area bit. Quite a few members of the orchestra took this sequence title a little too literally, and whether as impishness or as protest, or both, ripped up the tuxedos the production had rented for them.

Friday, February 5, 1971. The final day. With all of the orchestra's work completed the day before, the entire last day was spent shooting less ponderous scenes which featured the band, a few of the cast members and the dancers. Also scheduled for this day was a close-up shot of Frank's eyeball which would zoom out to show him blowing smoke rings. The final bit of business of this final day, it is remembered, was a shot in which the Centerville bank was blown up. The shot did not at all go exactly as planned. At 5:00PM precisely, the buzzer shouted, and time officially ran out.

The videotaped scenes from the shoot were edited together at TVR, on Windmill Street, in London. Frank, Tony, Barry Stephens and Ray Nunney cut what they had into final shape. Scenes were selected and assembled, certain montage sequences were combined, and an elaborate, but primordial, process to manipulate the speed of the videotape was used, employing a large, album sized, metallic videodisc contraption upon which the footage could be copied, sped up or slowed down, and then played back. Even though the audio at Pinewood had been recorded on 16-track machines, the film soundtrack was to be mono. In 1971 there were still so few theatres that could use a stereo print, that the additional cost to make so few stereo prints was just not in the budget. Frank and Tony still did not agree on how the film should be sequenced and it was during this editing process that they determined that some of the Pinewood footage, for one reason or another, was not usable. After eleven days, everyone working about ten hours each day, Frank's final assembly of videotape was ready to be sent over to Technicolor for transfer to 35mm film stock.

It had always been known there was going to be some animation included in the final film, but precisely what it should be changed from re-write to re-write. An early draft had the animated sequence built around "Would You Go All The Way For The USA?," while another obliquely refers to something called "The Red Throbber" sequence. And, at one point, a portion of the "dick is a monster" routine was the leading candidate. But because of the Pinewood footage which couldn't be used, the decision was made that the animation would be the entire Jeff freak-out sequence, from "Dental Hygiene Dilemma" to the "I'm stealing the room" rant. The animation would be done back in the States at Murakami-Wolf.

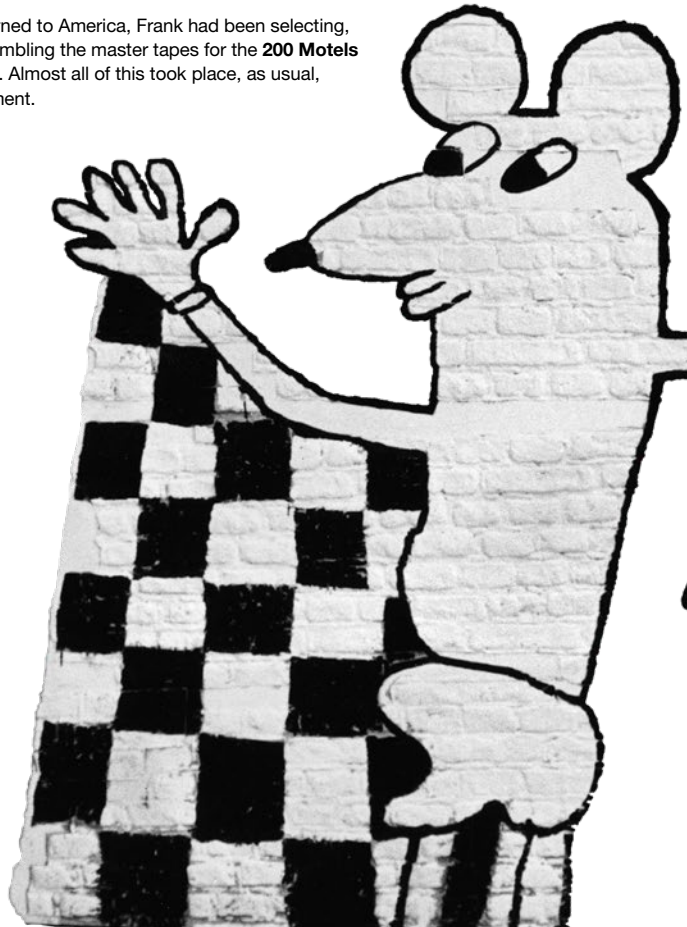
Meanwhile, one concert had been scheduled to take advantage of everyone already being in England and to take a very practical, and necessary, advantage of an arcane union regulation. This concert was supposed to take place after everything had wrapped at Pinewood and before anything commenced at TVR. It was to be held at the Royal Albert Hall on Monday, February 8, and was to feature the Mothers performing with the Royal Philharmonic Orchestra and a chorus. The Musicians Union rule in effect at that time said a full rate had to be paid for orchestral rehearsals needed for a film but that a far lesser rate could be paid for orchestral rehearsals needed for a concert. So, in order to control the costs of using the RPO in the film and in order to fulfill this union requirement, a concert needed to be performed with them. Some members of the orchestra, who were none too pleased with what they considered all of the vulgar shenanigans which occurred during the shoot, suggested to the Royal Albert Hall management that, should this concert be allowed, some manner of obscenity would result. This was simply not the case, as Frank had planned an appropriately restrained program just for the occasion. But no one got to hear it. Management canceled the concert. Frank saw this as censorship, and told the press so, even holding a protest cum press conference, with the Mothers and placards and banners, in front of the Hall on the day the concert would have taken place. Frank sued the Royal Albert Hall, a surreal experience with a surreal result he wrote about, years later, in *The Real Frank Zappa Book*.

By the beginning of March, with everyone back home in the States for several weeks and the 35mm film deep into post-production, attention turned to another tour. The band this time was Frank, Howard, Mark, Ian, Aynsley, Don, Jim and Bob Harris. It was on this tour that the band played at the Fillmore East in New York City. Recordings from these shows were later edited into what would become the *Fillmore East-June 1971* album. Most of that album, when it was released in August, was devoted to the performance, with some ad-libbed modifications, of sixteen pages of dialogue and music Frank had written in the shooting script which he had based upon a tale told to him by Howard, and which, with the exception of "Daddy, Daddy, Daddy," were not included in the final cut of the film.

In Burbank, California, starting in mid-April, Calvin and Chuck Swenson figured out what the animation would look like. Almost all animation is created to an already, existing audio track so, as most of the needed Pinewood audio couldn't be used, Howard, Mark and Jim went into a San Fernando valley recording studio, in the city of North Hollywood to be exact and re-recorded Frank's original scripted dialogue for Scenes 95 to 98. While they were there, they also recorded, along with Frank, a series of radio commercials for the film. United Artists used six of these spots, varying in length from ten seconds to one minute, to press up a seven inch single which was sent out to radio stations.

The re-recorded audio track was delivered to Murakami-Wolf, where timing for each segment was worked out and storyboards were made. Calvin designed the characters and created the backgrounds. Chuck animated the characters, animated the dribbling letters for the opening title and put together the end credits. It took them, along with five people in the ink and paint department, eight weeks to complete the animation.

Since he had returned to America, Frank had been selecting, remixing and assembling the master tapes for the **200 Motels** soundtrack album. Almost all of this took place, as usual, down in his basement.



At the same studio and at the same time that the animation audio track had been re-recorded, Frank and Barry Keene had, among other things, recorded overdubs of Howard and Mark and had replaced two of Martin's bass tracks. Calvin was designing the album package. The budget for the album, which was a two disc set in a gatefold sleeve, allowed for a 16-page booklet and poster to be included. Dave McMacken was hired to create the illustration which was used for both the front cover of the album and for the film and album posters. The notion of a cover with the theme of Frank Ruling The World was approved. After concepts for what this finished illustration should be were discussed, Dave created a test piece of art, a first rendering which was later sold to Rhino Records for use on their 1993 *Rare Meat* collection of Frank's early Del-Fi recordings. It took about a month for the final acrylic painting, about 36 inches or so square, to be completed. Then, because the decision had already been made to forego using Ringo's image on the outside of the album and only to use Ringo's image to promote the film, a slightly curious thing took place. After everything the album package required was made from the painting, Dave took it back and painted in Ringo so it could be used for the motion picture one-sheets, which were displayed in all of the theatres, and for the album poster, which was tucked inside one of the sleeves so no one could see Ringo until they opened up their album. The **200 Motels** cover painting would undergo one more change. There was a billboard announcing the film and album releases installed on Sunset Boulevard, over near The Source, on October 1. To accommodate the billboard's very horizontal and very rectangular shape, additional panels with new art were created on each side of the original.

The final cut of the film, color corrected, with the opening, the animation and the end credits firmly affixed, was finished and submitted to the Motion Picture Association Of America rating board. On June 23, the MPAA sent a ratings certificate to Murakami-Wolf. The film had been rated 'R' which meant that people under seventeen years of age could only see it if they were with a parent. For some unknown reason, the certificate arrived unsigned. As the packaging process for the album was still underway, Frank told Calvin to sign the certificate himself and use it on the front cover of the album booklet.

The **200 Motels** World Premiere was held in a Piccadilly Circus theatre, amid some royalty and many, many fans, in London. It opened in four cities in the US in October and, as they say, went 'wide,' at least somewhat, in January 1972. The US West Coast premiere was held at a theatre called The Music Hall in Beverly Hills. It seemed as if every American citizen who worked on the film was there. Frank was, of course, the host and the focus of attention, spending most of the time before the movie began speaking with all sorts of folks out in front of the theatre. The audience that night also included quite a number of people, fans of the Mothers, who won tickets to the screening during some of the radio promotion for the film. For almost everyone there who had worked on the film, this was the first time they saw the completed movie, the first time they saw just how Frank put it together and what did and what did not make it into the final cut. What ended up on the screen after the final frame of the end credits had faded to black, but before the film had actually finished running through the projector, was an oddly amusing surprise. Someone had scratched, presumably into the emulsion of the print being used that night, a small postlude which, individual letter replaced by individual letter, flashed up on the lower right-hand side of the screen.
It read: H E M A D E M E D O I T.

Patrick Pending
June 1997

From my first exposure to the force that is Frank Zappa, I was enthralled by his bands, from the compelling music, ingenuous orchestrations, and unfiltered lyrics, to the personalities and undeniable passion of his musicians.

But I was relatively late to embrace Frank's orchestral music with the same enthusiasm: its deeper value was often obscured by lackluster performances. Undoubtedly, my first impressions were often colored by Frank's own frustrations and disappointments. Time and budgetary constraints constantly plagued him, especially in ambitious orchestral exploits. So, when I recently revisited *200 Motels* and the original soundtrack recording, I was not prepared to be astonished by its sheer beauty, more than I had been when it unfolded around me at Pinewood Studios in England, 1971. Now I can hear beyond any past disenchantment, to the heart of the music that thankfully endures.

The "Strictly Genteel" portion of the Finale touched me even then. In my opinion, it stands apart from almost everything else Frank composed. The song is surprisingly simple: it starts with a descending scale, turns around to ascend upward, and after a momentary detour half-cadences. As the melody repeats and develops, the harmony provides interest, moving through different keys unrestricted by Western "I-IV-V-I" (tonic-subdominant-dominant-tonic) tonal conventions that Frank disliked and avoided. The chords are mostly major triads. By keeping the thirds intact and not replacing them with his characteristic seconds, they retain an openness that furthers their sincere message. Likewise, in spite of Frank's young age at the time, the lyrics reflect directness, humor, outrageousness, and tolerance, all lasting truths of his character.

If "Strictly Genteel" is *200 Motels*' crowning glory, then the eleven notes sung by soloist Phyllis Bryn-Julson are its jewels. Frank showcases them as individual leaps after a melismatic vocal flourish, the end of which becomes the first note of her phrase. The remaining ten proceed as three ascending perfect fourths, followed by a descending minor third, perfect fifth, and whole step, then one perfect fifth up and finally a minor seventh down to a whole-step resolution. In stark contrast to the preceding linear melody, those ten notes are powerful. The lyrics (…and every poor soul…) play a big part, with their fervent plea for help, while Phyllis' clear, soaring soprano evokes a celestial presence. Even the contour of the notes suggests a lost soul moving in all directions, seeking refuge. The whole song feels more personal than we expect from Frank, who routinely walked a fine line between genuine emotion and parody. There's no satire here. Maybe that's another reason this distinctive piece speaks to so many and is easy to love.

The performers Frank brought to *200 Motels* were spectacularly colorful people and great fun to watch. Just as he always tailored his music and art to fit every player, for the movie he went even further by having the band members play themselves as characters. With lines crafted to mimic things they normally said, they sounded credible, even within wildly incredible situations. Frank's ultra-customization allowed for a disarming ease and spontaneity, a refreshing contrast to rigid production matters and the tyranny of the clock.

Arguably, Frank may have applied this impressive “art imitating life” formula too perceptively where Jeff Simmons was concerned. One of Frank’s favorite people and the Mothers’ bassist, Jeff was also the persona around whom the story largely centered. When he saw the script for the first time in London, Frank’s lines for him struck a nerve and provoked an immediate reaction: in a nutshell, Jeff freaked out. On the eve of filming, he walked away, hopped a plane for L.A., and left a dire mess in his wake. Suddenly, “art imitating life” became “life imitating art imitating life.” Frank was crushed. And besides, how could he find a Jeff replacement in time? It took all his regenerative skills, plus a healthy dose of serendipity, to dig the entire enterprise out of that hole. What transpired is well documented: Frank and the band tossed around names of actor-musicians who might replace the MIA Jeff character, but none was feasible within the crucial time frame. Finally, exhausted, grim, and yet numbly detached, Frank announced that the next person to enter the room would be “IT.” All eyes turned to the doorway. Then, moments later, a knock at the door, and a chap named Martin Lickert walked in. He was Ringo’s driver *and* an aspiring actor, a competent enough bass player, young, attractive, close to perfect for the part of Jeff—and game to try. Things quickly fell into place.

Unlike the L.A. contingent, the orchestra was monochromatic. The musicians were clearly first rate, but most appeared disdainful of the material and of Frank himself. They were courteous and professional but, generally speaking, seemed offended by the project from the start and showed little interest in the music they were playing. Even the conductor appeared resentful as he begrudgingly dragged the music from measure to measure. He never seemed pleased, looked mystified most of the time, and perhaps wished it would all go away.

I was hired to play “Orchestra Drum Set.” My position was atop a riser situated at the end of an extended row of orchestral percussionists, but in no way a part of them. Similarly, I was separated from the rock band. I thought Frank’s placement of me between the two entities was insightful, as I hadn’t exclusively committed to either of those two worlds thus far in my musical life, and the physical location and character of my drum part reflected that duality. Both my distance from the orchestra and critically obstructed sightline to the conductor made accuracy a challenge, but I was determined to succeed. Frank had taken a chance with me, since his exposure to my drumming had been only hearsay from Ian or Herb Cohen. Before leaving L.A. for London, rather than hear me play, Frank checked out my drums himself to approve their sound and tuning. He then turned his attention toward my assortment of pitched Swiss cowbells and chose two for my set-up. That was it.

Frank also wanted me to play Opal, the “hot little bitch” waitress to whom Lonesome Cowboy Burt (Jimmy Carl Black) refers at the end of his song of the same name. Although I got into costume and makeup—long denim skirt, boots, and a low-cut western-style shirt—I never spoke my lines or was filmed at all, nor did I ask why. I was glad to be relieved of the additional responsibility, so I could focus on my drum part.

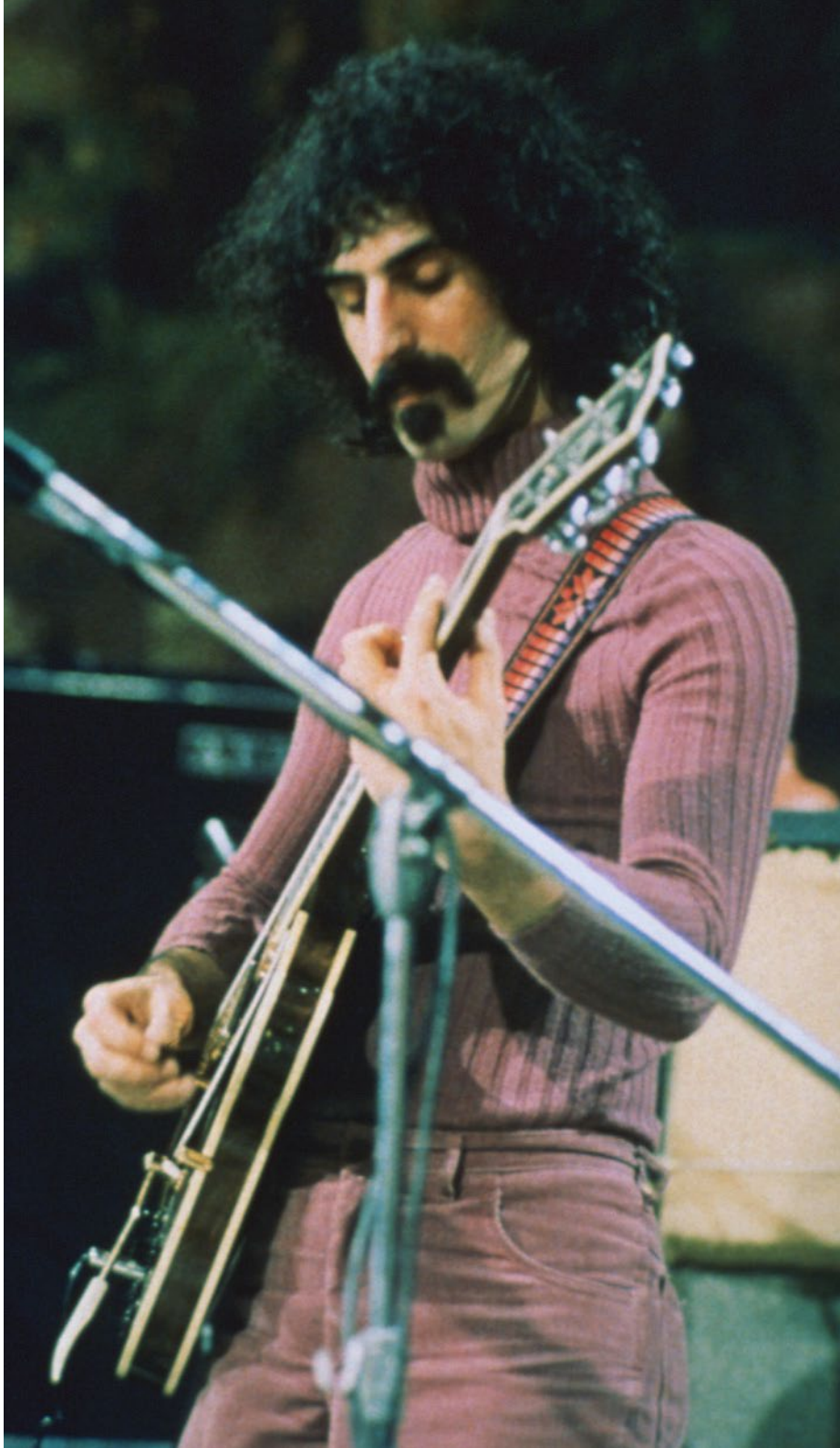
In my twenty-four years, I had never encountered a situation remotely like the *200 Motels* soundstage. Under one roof was a large orchestra, a chorus with vocal soloist, dancers learning choreography, actors practicing their moves, a rock-star actor cavorting in a nun’s habit, Ringo Starr dressed and made up to look like “Frank Zappa,” and fantasies of many kinds being enacted everywhere, both on and off camera. Theodore Bikel was probably

closer to a breaking point with his role than others were with theirs, but he rose to the occasion. The distinguished Bikel was already an iconic, international presence in feature films, Broadway shows, folk-music recordings, social activism, and Jewish culture. I found it intriguing to watch him navigate this surrealistic circus. Of course, Frank was the Ringleader at the center, keeping a hundred elements in play and juggling almost as many hats, working as hard as was super-humanly possible.

Many delightful experiences have stayed with me: the fascinating conversation Ian and I had with Phyllis Bryn-Julson during a lunch break, in which she shared her provocative insights into Leonard Bernstein's and Stephen Sondheim's musical collaboration; the company of three of my Garrick Theatre heroes from the 1967 NY-era Mothers, now recruited as actors—Don Preston, Jimmy Carl Black, and Motorhead (James Euclid) Sherwood; a visit to the resting place of my older artistic heroes, buried at Westminster Abbey; my afternoon exploring the backstreets of London's new, trendy shops, in search of a black top to wear during filming, so I'd visually blend with the orchestra; a memorable lunch in the packed, noisy Pinewood Studios Commissary with Ian and Mark. Uniquely creative, insanely talented, and an expert in all aspects of pop culture, Mark, like Howard, was a party on two legs. Over the din of clattering plates, cutlery, and conversation, Mark abruptly leaned in and began speaking in a slow, solemn, quasi-whisper, about how we should be careful what we say, because Frank will steal it and put it in the movie, adding that Frank probably knows what we're saying even now, because he always knows... Right then, I happened to turn my head and, over the crowd, catch a glimpse of Frank sitting in the farthest corner of the room with actor Roger Moore and others. He seemed to be craning his neck to look right at us! No sooner had Mark mockingly uttered those cautionary words, that Frank nodded in exaggerated slow motion, as if to say, "Yeah, I'm listening, I've heard every word, and I do know." It was both creepy and hysterically funny, and we just howled.

The frenetic pace of the organized chaos around us on set provided instruction I relished, while a city's worth of people tried valiantly to realize Frank's audacious goals. During the filming of these fantastical scenarios, I had a secret fantasy of my own fulfilled: while Jimmy Carl Black and Frank were occupied elsewhere, Ian and I watched up close as three world-class, superstar drummers sat at my drums and took passes around the set. Imagine the thrill of seeing Ringo Starr, Keith Moon, and Aynsley Dunbar play my humble Ludwig Black Oyster Pearl drums that I'd bought, like countless other young would-be drummers, because Ringo had famously played ones exactly like them. I still regret having no photo record of those moments.

As if the brief drummers' happenstance wasn't enough, Ian and I encountered another surprise as we were leaving England for our trip home: Ringo bestowed upon me a brand-new pair of his official dallas arbiter "Ringo Starr" model drumsticks that he had brought expressly for me. I was half



crazy with excitement and held onto them for the entire plane trip back to Los Angeles. Once home, I showed them to friends before putting them safely away. When my drumset arrived from the airport, I removed the four precious heads and packed them away too, replacing them with generic ones. Ringo's sticks joined one other pair of notable drumsticks, made for me a few years later by Saul Goodman (my teacher and legendary N.Y. Philharmonic timpanist), which I used in '73 and '74 with The Mothers and which Frank used nightly in my "small percussion" area in Dog/Meat during the shows. I've kept both pairs alongside some special mallets, framed on my wall, enshrined for forty-seven years.

While I resumed my L.A. life, I couldn't quite shake my disappointment that I hadn't contributed more to Frank's efforts. I regarded my invisible and barely audible presence in *200 Motels* as inconsequential. As things unfolded, however, *200 Motels* turned out to be very consequential to me. In December '71, Ian called from the Mothers' European tour about a dramatic setback in Montreux, and the following week, to report the near-catastrophic, traumatic event in London that altered Frank's life forever. With his future uncertain and his body trapped in a wheelchair for most of '72, Frank's imagination and productivity took flight. While we worried, he conjured up the idea of The Grand Wazoo, a new twenty-piece instrumental group for which he'd begun to write stacks of complex compositions. After positive critical response to its sole recording, Frank wanted to take the ensemble on tour. On the basis of my playing in *200 Motels*, he encouraged me to audition for one of the percussion posts. I couldn't possibly have known at the time that participating in the September '72 Grand Wazoo tour would lead to his offer for me to join The Mothers of Invention—my utmost ambition. Five and a half years after my first encounter with Frank and the band at their Garrick residency, that dream came true.

Frank Zappa was controversial by nature, and there was no changing that; but it is the culture that changed, to finally acknowledge the immense scope of his originality and genius. Time has been especially kind to *200 Motels*: after fifty years, the greater world has come to appreciate the breadth of Frank's vision and the monumental work he managed to create against all odds. I witnessed two orchestral Zappa triumphs at Disney Hall: the first, a Green Umbrella concert in 2009, featured the L.A. Philharmonic New Music Group conducted by John Adams. It offered exquisitely played orchestral works selected from Frank's *The Yellow Shark*, including "G-Spot Tornado," played twice (once as the encore), that rocked the Hall to tumultuous applause and rave reviews. Then in 2013, for one night only, a spirited *200 Motels: The Suites* was presented, with the ever-adventurous Esa-Pekka Salonen conducting the Phil and the L.A. Master Chorale, at Salonen's own request! The performances were stunning throughout the ensembles, the singer-actor soloists, and the rock band, the latter which included musicians from Frank's own roster. It was electrifying, unforgettable, and long overdue.

Looking back to *200 Motels*, 1971, my most enduring and jaw-dropping memory remains the man behind it. The man who truly *was* willing to try anything in the face of endless, relentless, insuperable obstacles, solely for his own curiosity and amusement, whatever the risk, and even regardless of the outcome. Frank Zappa did that before *200 Motels*, and he continued to do that for the rest of his life.

Ruth Komanoff Underwood
with Malachai Komanoff Bandy
May 2021

LIVING
200 MOTELS

A bitter wind was blowing in London that January, a maelstrom swirling inside my tortured torn up heart, when the phone rang and my beloved Gail Zappa rescued me from a tangled uncertain fate once again. I was 22 years old, in love with two different fellows, one of whom, Tony, was 6000 miles away in L.A. The other love, Sandy, was next to me in bed, believing we were engaged to be wed. Oops. I knew the Zappa family was also in London, as Frank was preparing to shoot his beyond groundbreaking film, *200 Motels*. It seemed the role of 'The Soprano/journalist' was suddenly up for grabs, and Frank wanted to "try me out," as the actual singer might not be available to portray the journalist.

"January 25, '71- Dear Diary, surprise! The sun shone this morning (literally) as I walked over to 56 Ladbroke Grove – lovely little children running around, a cuppa tea, then I read some lines for Frank and got the part! I got driven out to Pinewood Studios, way out in the country, (far away from Sandy…whew) and read the whole script on the way – hilarious! If this thing really comes off, (and I believe it will) I feel it's going to be a WINNER!"

That first afternoon, I was reunited with my dear pals in the Mothers of Invention, Mark Volman and Howard Kaylan, formerly of the Turtles, now performing as Flo and Eddie, Jimmy Carl Black, Don Preston, Ian Underwood and Motorhead, as well as Miss Lucy from my former group, The GTOs, (Girls Together Outrageously) and our friend Janet, both playing groupies. I was beside myself with leftover Beatle-glee to learn that Ringo Starr would be playing Mr. Zappa himself. I'd already met George Harrison, (he told me I had pretty legs) so this would be Beatle #2! Yippee!

When I arrived, the massive soundstage was in the process of being decked out as the set for Centerville – a real nice place to raise your kids up – a replica of Any Town USA – with a cowboy bar, a bank, a boutique, a motel, a club, and a "groupie residence," along with a gigantic orchestra area and, of course, a Newt Ranch. A group of harlequined dancers were warming up as I wandered around, marveling at every detail, such as the perfect pink vintage bathroom in the groupie crash pad, where I spotted Lucy, half undressed, and gave her a big smooch.

That evening, after settling into the old school hotel, shaped like an actual castle, Mr. Zappa (as I always called him out of a humungous amount of respect and adoration) took me to a pretty crummy Chinese meal and we discussed the script and how he saw my character - an obsessed rock news hen, out to get the naughty rock n' roll scoop of the century. I always loved my private time with Mr. Z and ate it up along with the mediocre chop suey. It was a rare occurrence when his focus was just on you, and anyone else in the vicinity might as well have been on Venus. The next morning, a gargantuan passel of flowers arrived at my door, with a note from Frank, welcoming me into the 200 Motels fold, and I screamed out loud with delight. He had previously created and produced my all-girl group the GTOs, and I'd recently been a live-in governess for Moon and baby Dweezil, and now I was going to be in his first film. My universe was about to expand exponentially.

The script for 200 Motels begins with Rance Muhammitz, played by Theodore Bikel, who had recently performed on Broadway in Fiddler on the Roof, asking Ringo, dressed as Zappa, playing Larry the Dwarf, why he's holding Aladdin's lamp. "He wants me to fuck the girl with the harp...with the magic lamp. He wants me to stuff it up her and rub it." As I studied the script, I was amazed that the sweet, kind, gentle Beatle would actually be saying such steamy words. It seems Mr. Zappa could get anybody to do his bidding. In this movie anyway.

Frank's opening voiceover attempted to explain the situation:

"What our studio audience doesn't know is that the reason Larry the Dwarf is doing all this stuff is because it's all part of the score to 200 Motels. Every word, every action. The lamp, the reproductive orifice. It's all in the score so he has to do it. This whole event is a fantasy that occurred touring on the road. Touring can make you crazy, ladies and gentlemen. That is precisely what 200 MOTELS is all about."

I had already seen my share of insane On the Road antics with various bands, including this one, and was looking forward to seeing how Frank really felt about life on the road- a rare peek into his gigantic brain!

I had a lot of lines to learn, and I studied most of that night, determined to be brilliant for Mr. Z. During the music piece “Can I Help You with This Dummy,” my character was supposed to sexually engage a giant doll of Mr. Zappa, which I thought I could handle nicely. But I couldn’t quite imagine Theodore Bikel, trained at the Royal Academy of Dramatic Art, saying his lines, “You were performing an unnatural act with that dummy! You were getting hot with it. You were rubbing your tits with the deformed head of a dummy! Shame on you! You rock ‘n roll interviewers are all alike. Masturbating! Masturbating!”

As usual, my diary was my handy-dandy confidante.

“January 26 – Dear Diary, the most amazing thing is happening with this film. So many firsts! A two hour movie being shot in a week, after only a few days rehearsal! The very first movie on VIDEO TAPE! And Frank is being SO cooled out, so groovy to everybody. The vibes between everybody are INCREDIBLE! Howard took me to visit Ringo’s room, and we all wound up singing with him – Matchbox and Act Naturally. I tried to maintain my cool, remembering my teenage days, walking down the halls at Cleveland High, my transistor radio pressed to my ear.”

In the original script, Mick Jagger was going to play the female nun harpist, and I got a thrilling jolt, but the Who’s manic drummer Keith Moon, was taking his place, and I was looking forward to making his acquaintance. There had already been some drama when band member Jeff Simmons dropped out at the last minute, and in an oddball casting choice,

Frank hired Wilfred Bramble, who had played Paul McCartney's grandfather in *A Hard Day's Night*. From the look on the old gent's face as he gazed around the hubbub on the multi-colored, multi-level set, I could see that he was bewildered and slightly horrified.

> *"Jan 27 – Dear Diary, an oddity today among constant oddities. Poor Mr. Bramble flipped out yesterday, saying he couldn't use such suggestive language. Poor little man. We all tried so hard to get him to stay, but he shuffled off, seemingly in a state of shock. But surprise, surprise, in another switcheroo, Frank gave the role to Ringo's chauffer, Martin Lickert, a cute British hunk of stuff who suddenly has a whole lot of studying to do. And now poor Ringo has to dig up another driver. I ran into Mr. Moon in the hallway – lovely bright-eyed, intelligent lad. I'm getting paid $300 for the film and $20 a day per diem. Theodore Bikel taught me some things about acting today. We went over the whole nightclub scene, and Frank digs it! I'm an actress! Yay!"*

Frank may have dug it, but a couple pages of my scenes were eventually cut because I had been correct in my assumption that Mr. Bikel would not utter the lines about me rubbing my tits all over the Zappa dummy. And even though he said Fuck in the opening sequence, he wouldn't appear in a scene in which someone of the female gender said the F-word. I didn't let that dissuade me however, because since I'd seen Patty Duke win the Oscar at age 12, I wanted one myself. Perhaps Mr. Zappa would help me attain that lofty childhood goal.

I did have quite an intricate scene with the dancers and the orchestra, involving a whole lot of choreography. It took hours of exhausting shenanigans with the Zappa dummy, rolling around on the floor as the song "This Won't Take Long – Just a few Questions," played over and over. I was a bit of a shambles, planning to get a good night's sleep, but it was Jimmy Carl Black's birthday and Ringo bought him a huge outrageous cake and the entire cast and crew celebrated (except for Frank who always abstained from intoxicants) into the wee hours. I was beyond chuffed to be spending so much quality time with Ringo, who I described in my diary as "a pleasant, unaffected fellow" and "Nice Guy of the World." When he told me that Paul was suing the other three Beatles, and had kicked him out of his house a week earlier, I was appropriately horrified, but felt very in-crowd that he had revealed such intimate details.

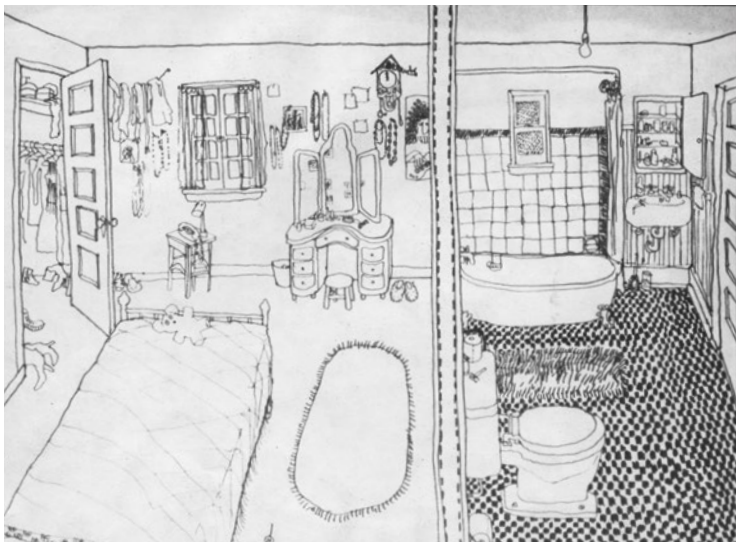
The next day, when Keith Moon jolted onto the soundstage, dressed as a nun, make-up smeared, his habit sticking out wildly on both sides of his head, everyone wanted a front seat for the antics. He scrambled though the startled London Philharmonic musicians, toward his harp, mightily annoying them as they tried to play their parts. Frank was cracking up and let Keith go as wild as humanly possible, and cheers went up when he finally said, "Cut!" I stood on the sidelines for Keith's next scene with Lucy and Janet, when it was revealed that the nun was also a brokenhearted groupie on the verge of suicide. As the copious pills did their trick and he (she) was carted to heaven, lifted up on obvious jerking wires, I marveled at Keith's complete immersion into the character. I don't think even Mick Jagger could have done a better job playing a suicidal groupie harpist nun.

I tried to imagine what the Royal Philharmonic musicians thought about the music they'd been hired to perform, as one of the singers trilled about "a nice soup with small dogs in it." How did the impeccably trained dancers feel about having to wear large newt heads as they cavorted hither and yon to Mr. Zappa's complicated compositions? Two different worlds colliding/combining/creating a conglomeration of art for the ages.

As I watched the orchestra performing Frank's tricky, complex compositions, I recalled one of my all-time favorite musical moments. The GTOs were practicing dance moves in the vast living room of the log cabin while Mr. Zappa sat at his piano plucking invisible notes out of the air, that appeared magically onto his sheet music - then playing them for us – creating alchemy from the wafting air of Laurel Canyon. Later the lyrics would come, pithy commentary, often skewering everything and everyone in his path - including himself - but above all, he was a consummate composer.

Throughout the taping the Mothers performed several of Mr. Zappa's compositions, which would be included on the 200 Motels album, (my faves are *Mystery Roach* and *Daddy, Daddy, Daddy*). I was very close with Howard, and had been to a few band rehearsals. It was always quite a trip to watch Frank orchestrate every sound, word and movement of each member of the band. He was totally No Nonsense, insisting on total perfection. Howard told me later it was the best training any musician could have and it made him a better performer, even though it was a gigantic pain in his rear.

I made sure to watch most of the scenes being filmed, and danced my butt off when the Mothers played the fake nightclub, but I also made sure to have my script with me at all times, taking my role very seriously. After my biggest scene with Jimmy, Don Preston, Bikel and Dick Barber, (the Mothers' road manager) playing the vacuum cleaner in love with Motorhead ("This abnormal relationship will be great for the big story I'm going to write") I was awed by the praise I received from my fellow cast members.



"January 28 – Dear Diary, I did my bit after much fear that it might be cut out like my earlier Bikel lines - but it went well. Ringo came up to me right after the scene and told me I was "fantastic!" Such a teenage dream come true that I cried. Mr. Z. said it was perfect and kissed my hand. Keith said he thought I'd get a lot of parts because of my incredible facial expressions. Speaking of Mr. Moon, he quite came onto me, and I went to his room and listened to the new Who album. But I'm sure not ready for the likes of him – yet."

The days wore us all thin, but each night brought more unparalleled jocularity as we took turns hanging out in our various hotel rooms, playing and listening to music, dancing and cavorting. I got a couple of fabulous massages from my pal Don Preston, while he pretended my back was his keyboard. The mere seven days seemed more like seventy, filled to capacity with continuous camaraderie. I had long searching talks with both Howard and Keith about my romantic predicament, finally making the decision to break Sandy's heart and leave him for Tony in L.A.

"January 30 – Dear Diary, tonight I rocked out in Jimmy Black's room with Ringo, who's become so at ease with all of us, then Howard and I signaled to each other to split. We went running out into the mist and caused a panic scene in the street. We found Lucy and went to a fantabulous Hungarian restaurant with live accordion music. Lucy and I polka'd all over the place and all the diners got excited. A guy told Howard how great it was that "Americans boosted the morale of all the people in the world."

It often appeared chaotic, but Frank did have everything under control and his confidence created an intense conviviality, and all of us wanted to please him. Ringo had the most dialogue, roaming through the faux town of Centerville, explaining the confounding rock and roll scenarios directly to the camera as the dancers, dressed as local citizens paraded around to *Tuna Sandwich Ballet*. The band portrayed the combination of boredom and zaniness just as it actually was for them being on the road.

I think my favorite part of the entire whirlwind was watching Mr. Zappa at the helm, encouraging, prodding, provoking, guiding, often with his baton in hand, always entirely focused and unwavering in his vision. He never lost his temper, raised his voice, or raised an eyebrow, even when things seemed a bit haywire. The entire shoot only took a week, a flurry of madness that left us all bleary-eyed and worn to a frazzle, yet somehow a feeling of joyous accomplishment left us tickled pink and elated. We had been a part of something exceptional.

The last scene we shot was actually the last scene in the film. The musicians, dancers, actors, cast and crew, all swaying together as the cameras rolled for the final time. When the music stopped, and the klieg lights started going out, Frank gathered me in my favorite embrace and cracked my back till I stood a little taller. It was one of his special magic tricks and I knew he was a happy man.

I bid a tearful farewell to all and sundry with hugs and kisses, then headed over to say goodbye to Keith Moon, as he'd become a beloved pal. My future flame picked me up in his arms and carried me out of the soundstage, through the halls of Pinewood Studios, back into another kind of reality - the sticky golden mist of Centerville still clinging to my star-spangled knee high boots.

Pamela Des Barres
May 2021

'200 Motels' similar to Fellini films

By Mike Jahn

FRANK ZAPPA'S first film, "200 Motels," due to be released nationally after the first of the year, was previewed recently in New York.

Zappa is, of course, leader of the Mothers of Invention, for six years now one of the most innovative bands to be heard. The group's mix of satire, rock, new "serious" music and onstage theatrics has brought Zappa as close to deserving the title "genius" as any man in the field. "200 Motels" brings him several jumps closer.

The film is about a rock group, The Mothers, on tour. There have been several movies about performers on tour: Dylan's "Don't Look Back," the Rolling Stones' "Gimme Shelter" and Joe Cocker's "Mad Dogs and Englishmen."

There is also a movie about groupies waiting for rock groups on tour, called "Groupie." However, "200 Motels" bears about as much resemblance to any of the above as does The Plaza to the No-tell Motel.

"200 Motels" is a brilliant pastiche of color, motion and music. It's a pop Satyricon; as Fellini presents the peeling frescoes of the decadence of another age, Zappa presents the fading electronic idiocy of a pop group of tour. It's stated at the outset. "Touring can drive you crazy," Zappa says. "That's precisely what '200 Motels' is about."

"200 Motels" has no particular plot, other than Zappa's declaration. It's filled with rapid-fire lunacy. Zappa's own version of backstage [illegible]-and-roll nonsense.

Keith M [illegible] The Who's drummer] plays a combinati [illegible]m-groupie-pop star whose cri[illegible]sis is fa[illegible] to die of an overdose. "I'll clean up [illegible] face so you'll look good when they find [illegible]," a groupie tells him. Ringo Starr pla[illegible] Larry the Dwarf. Theodore Bikel plays a sort of narrator. The Mothers play themselves.

I mentioned Fellini because there is a similarity between the films. Both present decadence—the first, seriously; the second, comically. But the main similarity is the brilliant flashing images; faces and colors streak across the screen. Motions leave trails of rich color.

"200 Motels" was shot first on videotape, then transplanted onto film. This allows a much wider array of effects than is available to those who shoot only on film. Faces run onto faces, blurring like a water color in the rain. Everything is fast, absurd; at one time you see 10 subjective images; another time just one dumb-looking face telling you that all English pop stars are perverts.

This happens with a background combining Zappa's rock with his "serious" music.

Frank Zappa (lower right), and The Mothers of Invention

THE FAULTS are minor. There are too many "in" jokes for the general audience, things only record business people [or intensely-involved laymen] would be expected to catch. And, the lack of plot and hectic nature of it all does get to be a bit much by the end of the film.

At the end of the preview, a press agent for the Mothers announced, "Frank is here if you have any questions."

Said Frank: "If anybody has any answers I'll take those, too." The closing shot in the film was a hand-printed statement from the boys in Frank's band. "He made us do it," the sign says.

[Copyright 1971, Mike Jahn]

major influence as **Dylan** but quickly added the names of **Piaff** and **Billie Holiday.**

Frank Zappa and the **Mothers of Invention** are planning a nine record set to be released in three, three album installments. It's all part of Zappa's proj-

[illegible]old Los Angeles reporters [illegible] Cafe. [illegible]h fun [illegible]e like [illegible], but [illegible]ke two [illegible]expect [illegible]ed her [illegible]quickly [illegible]Billie

[illegible]ect entitled **2000 Motels.** The release will be made on Zappa's own label. Bizarre.

Frank Zappa: a nine-record set.

...s To Get His Film Back

the village VOICE, *September 23, 1971*

FRANK ZAPPA is a real anomaly—he's both a conceptual artist and a rock 'n' roll star. I've never really enjoyed *listening* to his music—it's not the sort of stuff you want to relax with at the end of a working day—but I've always appreciated where he was at cerebrally. As with most conceptual artists, his ideas often seem to transcend their execution.

His newest project is a movie, "200 Motels," which will be released here in early November. He calls it a surrealistic documentary about being on the road, about the inherent insanity of traveling around the world playing one-night stands. He says that he also made the movie in hopes of answering such pressing questions as "If you had just been lowered down on tv by a wire connected to a brown leather harness, forced by a crazy person to insert a mysterious imported lamp into the reproductive orifice of a lady harpist . . . would you do it?"

Zappa describes his film as a visual orchestral piece, complete with leitmotifs, harmonic transpositions, slightly altered repeti[illegible]tions, cadences, [illegible]atonal areas, [illegible]yrhythmic tex-

[illegible]topoeic imita-[illegible]et just the right [illegible]uble and triple [illegible]nto one another [illegible]ltes—the whole [illegible]t on videotape [illegible]rred to 35mm [illegible] would require [illegible]d an incredible [illegible]ith film are in-[illegible]ree with video-[illegible]d when asked if [illegible] of tape-to-film [illegible] it.

[illegible]the movie yet [illegible]aren't in New [illegible]ard the score [illegible] which will be [illegible]le album next [illegible] Mothers of In-[illegible]d on the two [illegible] Philharmonic [illegible]on; the music

DAILY NEWS, FRIDAY, SEPTEMBER 24, 1971 • 6

NIGHT OWL reporter

It Can Make You Crazy

Frank Zappa probably invented the glowering mustache and the demonic goatee, because they just don't have the same qualities on anyone else. Once seen, there is no other Zappa music.

For him, his musical life is a stream, constantly flowing, the components changing, yet retaining its identity. If that's too heavy, think of it in his words, as a "project development," the start of which he locates around 1962.

In 1964, he formed his group—officially christened, he says, the Mothers of Invention on Mothers Day 1965—a complement of skilled musicians playing their composer-leader's inimitable brand of music in which jazz, rock, classical, atonal, oratorio and slapstick are brought together without shame. From time to time, the Mothers' personnel has changed and for a while they were known as Hot Rats, but Zappa's concept of continuity has remained.

There is the Ring Cycle, there are the Beethoven 10 and there is also the Zappa multiple, a periodically reported plan of his to bring out a multiple-record set illustrating his music and put together from live performances, records and unreleased tapes made throughout the years. At last, he says, it is coming, probably in January, three sets of three records each, for practical merchandising.

There is so much clowning in the Mothers' music and their performances, it's easy to be misled on the first encounter into thinking it's all clowning. After all, two drummers on either side of a stage, doing accompaniment to a tape of a girl's heavy breathing and groans? A serious musical piece with lyrics about a Mr. Green Gen[illegible]

[illegible]Ringo), playing an imitation [illegible]e movie "200 Motels."

[illegible]bles and the truck delivering [illegible]and blast their instruments or [illegible]ppa, with all your talent, why [illegible]and become a nice symphony

[illegible]ersation in his hotel suite and [illegible] for "200 Motels," a long-de-[illegible]ed but forthcoming movie of that name about Zappa and the [illegible]thers. "There are 800 to 1,000 pages all together for '200 Motels,' I said, " and it took eight to 16 hours for me to draw each page. I [illegible] every one of those little dots." There it is, everything accounted [illegible], every note of music, every change of tempo, every spoken word, [illegible]m those "impromptu" squeaks and grunts.

The movie uses the Royal Philharmonic Orchestra for some sec-

Zappa put-on a real put-off

By David Elliott

There are plenty of turkeys in town today, but none quite so dead as "200 Motels," a mindless musical fantasy by and about rock musician Frank Zappa, which is on view at the United Artists Theater.

One might say that the film is strictly a "put-on," a category of humor that is supposed to amiably excuse all kinds of nonsense. But the put-on is getting old now, and without a bit of novelty and sustained imagination, today's put-on is merely off-putting.

YOU KNOW this film is in trouble when it has to telegraph its message verbally: "Touring can make you crazy, ladies and gentlemen — that's precisely what '200 Motels' is all about." We are then given a pastiche of satirical bits, mostly inane and probably stoned, about groupies, sex-hungry musicians, hard-hat yokels and the grimy tedium of the American road tour.

Tying this very loosely together are Ringo Starr, as a kind of miniature Zappa called Larry the Dwarf; a Mephistopheles figure hammily played by Theodore Bikel, who must be the unfunniest actor in the world; the Royal Philharmonic

Ringo Starrs as Larry the Dwarf in "200 Motels."

Zappa, who plays music and is constantly spoken of by his Mothers of Invention with both paranoid reverence ("Is Frank listening?") and playful spite ("Zappa's 30 — he's too

is an electronic mush, but the visual effects have a frequent anything-goes charm: miniaturization, rapid cutting, negative reversals, double-images, tie-dyed coloring and,

called "Dental Hygiene D[illegible] lemma." The visuals wer[illegible] done by Englishman T[illegible] Palmer, in a new videotap[illegible] film process that is someti[illegible] grainy but very versatile.

DESPITE in-references [illegible] rock musicians like John [illegible] all, the movie's humor is [illegible] so much hip as sophomoric - [illegible] jokes about Shmertz Golde[illegible] Rot Gut Beer and a frat-hous[illegible] rock song about penis envy[illegible] The clutch of hairy Zappa[illegible] tistas sitting around m[illegible] chuckled now and then, but r[illegible] served their biggest laugh fo[illegible] something not even in th[illegible] movie: the theater's reques[illegible] for "Please, No Smoking in th[illegible] Auditorium."

As a cultural artifact, "20[illegible] Motels" is really about thre[illegible] years too old. Zany Zappa ha[illegible] become silly Frank, an[illegible] though the film may be of co[illegible] lector's interest 10 years fro[illegible] now, my advice is to leave [illegible] for the historians.

FILM NEWS: This week[illegible] end's Japanese Cinema movi[illegible] at the Francis Parker Schoo[illegible] 2247 N. Clark, is the bandit ad[illegible] venture "Inn of Evil," directe[illegible] by Masaki Kobayashi ("Th[illegible] Human Condition" and "Kwai[illegible] dan"). Tickets are $2 and sho[illegible] times are 7 p.m. Saturday an[illegible]

Frank Zappa
United Artists

TWOOO HUN—DREAD MO—TELLLS

or: I used to think Frank Zappa was a hero then I thought he was a person now I think he's just an old man in rock and roll clothes . . .

by Anne Marie Micklo

Laying It On The Line: You definitely should see this movie. If you have a dormant visual imagination, it will be rejuvenated beyond your wildest dreams. If you have a flair for the absurd, you will be enchanted—by the dance of the newts, the industrial vacuum cleaner, Ringo's impersonation of hairy scary Frank, to pick just a few. If you've never thought of the horror a tour of one-night stands must be, you'll leave enervated by the very thought. If you have great expectations, only some of them will be fulfilled. What the hell—fifty-fifty ain't bad these days.

Hedging The Point: The gist of the story of "200 Motels" is something like, touring can leave you crazy, lazy, jaded, faded, paranoid, horny, weary, bleary, and a host of other dismal stuff. Underneath the gist, however, lies the gistette, which is something like, the Invention Way is the One Way, the True Way, and if you dare to Leave The Mothers To Make It Big On Your Own And Form A New Supergroup you will die, die, die (fade from Grand Funk single). Like most issues in the movie, this last is treated in the grand old Hollywood cliche style, with the hyperbole clearly stretched to its most absurd limits. But while the truth of it is certainly open to some question, it's downright eerie to see the theory unfolded in terms of the legion of ex-Mothers who have struck out on their own (the album is dedicated to "anybody who was ever in the Mothers"). Fodder for thought?

Reprise: I can't help feeling that Zappa says a lot more when he doesn't have anything moralistic (or immoralistic) to say; when his intent (disillusionment, bitterness) is obvious, as on most of "We're Only in it for the $$," for instance, he becomes the patronizing Frank Zappa of live concert fame: "Oh-kay boyz and girrls," deprecating gesture shuts off naive applause, etc. I can't buy it. "Uncle Meat," I feel, is far superior to "We're Only in it," because the music has no message—that is Frank Zappa's medium. Hearing "Absolutely Free" changed my life; seeing "200 Motels" gave me a pleasant afternoon and some imaginative ideas. Ah still loves yah Frank, but it's getting harder to figure out why.

[illegible]. 1971

[illegible]neck Eats. sinister managers [illegible] demand your signature in [illegible]d; divisive ego trips; vulture-[illegible] harpies representing a "well-[illegible]wn imaginary rock 'n' roll [illegible]spaper in San Francisco." [illegible] after it all, an endless succes-[illegible] of crummy, drab motel [illegible]ms. Does this kind of life look [illegible]d to you?

[illegible]saw Frank Zappa's film, "200 [illegible]tels." a few days ago; it's [illegible]ut why musicians go crazy on [illegible] road. It seems strange that none in the recent crop of on-the-road group documentaries has

sliding in and out of one another, creating a real fluidity of pattern and movement. On sustained images and close-ups, the technique fares less well: the scan lines are rather wide-spaced so sometimes the picture looks a bit blurry.